

# BYLAWS OF THE CHESAPEAKE AREA BIOLOGICAL SAFETY ASSOCIATION

## 100 NAME

100.1 The name of this organization shall be the CHESAPEAKE AREA BIOLOGICAL SAFETY ASSOCIATION (ChABSA), hereinafter referred to as "the Association".

## 101 OBJECTIVES

101.1 The objective of the Association is to expand biological safety awareness in order to reduce the potential for occupational illness and adverse environmental impact from infectious agents or biologically derived materials.

101.2 A goal of the Association is to foster and promote biological safety as a scientific discipline through education, research, and professional development.

101.3 A goal of the Association is to expand professional and public awareness of biological safety through effective communication.

101.4 A goal of the Association is to participate in the development of biological safety standards, guidelines, and regulations.

101.5 Notwithstanding any provisions to the contrary, this entity is organized exclusively for such purposes as are authorized and permitted by Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and shall not carry on any activities which are not permitted to be carried on by an entity exempt from taxation under said Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

## 102 MEMBERSHIP

102.1 Individual Members: Any person with an interest in biological safety shall be eligible for Individual Membership. Individual Members shall be eligible to vote, to hold office, to serve on committees, and to enjoy other rights of the Association.

102.2 Corporate Members: Any company or organization with an interest in biological safety shall be eligible for Corporate Membership. Each Corporate Member may designate up to three persons as Individual Members. Each of these three individuals shall be eligible to vote, to hold office, to serve on committees, and to enjoy other rights of the Association.

102.3 Student Members: A full time matriculated student with an interest in biological safety shall be eligible for Student Membership. Student Members shall neither have the right to vote nor the right to hold elective office.

102.4 Emeritus Members: A person who has been an Individual Member for 5 years and who is no longer engaged in professional work shall be eligible for Emeritus Membership. Emeritus Members shall have all the rights of Individual Members. They shall not be required to pay dues.

102.5 Honorary Members: A person may become an Honorary Member by vote of the Council.

## 103 ORGANIZATION OF THE ASSOCIATION

103.1 Council: The Council shall be the governing body of the Association.

103.2 The business of the Association is conducted by elected officers and councilors and through standing and ad hoc committees, according to the Bylaws of the Association or Roberts Rules of Order if not specifically addressed..

## 104 OFFICERS

104.1 The Officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer.

## 105 THE COUNCIL

105.1 The function of the Council is to authorize policy matters and to ensure that property, funds, and affairs are handled in conformity with the Bylaws.

105.2 Each Council member shall have one vote.

105.3 The Council shall consist of the Officers, immediate Past President, and three elected Councilors and the webmaster.

105.4 Members of the Council serving the Association without compensation (other than reimbursement for actual expenses) shall not be personally liable, and no cause of action may be brought, for damages resulting from the exercise of responsibilities of such Council Member unless such individual's act or omission involved willful conduct, as provided by the General Not For Profit Corporations Act of 1986, Ill. Rev. Stat. Ch. 32 {108.70}.

## 106 ELECTIONS

106.1 The Nominating Committee shall be chaired by the immediate past president (or the most recent available past-president if the immediate past president is not able to perform this task) and be comprised of 1 or 2 other members who are not interested in running for a current office. If the immediate past-president wishes to run for a position they are not eligible to be part of the committee and the most recent past president who is available will chair the committee.

106.2 The nominating committee shall make nominations for the offices of President-Elect, Secretary, Treasurer, Councilor, .

106.3 The nominees for each position shall appear alphabetically on the ballot. Space shall be provided for write-in candidates for each position.

106.4 A secret ballot bearing all valid nominations for office shall be mailed electronically or via other similar methods that prevents duplicate ballots to all eligible voting members in a timely manner.

106.4 A simple majority of the votes cast will elect the nominee for each position.

106.5 Election results shall be announced at the Annual Business Meeting.

## 107 TERM LENGTHS FOR OFFICERS AND COUNCILORS

107.1 The term for the President and President-Elect shall be one year, beginning 7/1.

107.2 The term of the Secretary and the Treasurer shall be two years, beginning 7/1 and their terms shall start in alternate years.

107.3 The terms of Councilors shall be three years, beginning 7/1 and their terms shall start in alternate years.

107.4 The terms of Webmaster shall be two years, beginning 7/1 without any term limits.

## 108 DUTIES OF OFFICERS AND COUNCILORS

108.1 The President shall provide primary leadership, preside at meetings of the Council, the Annual Business Meeting, Association meetings, and execute duties that usually pertain to the President.

108.2 The President is the official spokesperson for the Association.

108.3 The President appoints committee chairs and creates ad hoc committees as necessary with advice and consent of the Council.

108.4 The President-Elect automatically shall succeed to the Presidency upon completion of the President's term of office.

108.5 The Secretary shall execute duties that usually pertain to the office held.

108.6 The immediate Past President shall serve as chairperson of the Nominating Committee and may assume any other duties as requested by the Council.

108.7 The Treasurer shall execute duties that usually pertain to the office held.

108.8 The Councilors shall assume any duties assigned by the Council.

108.9 The webmaster is responsible for all activity associated with managing the web site.

108.10 Committee chairs will be appointed by the President and assigned specific duties for that term. Committee members or chairs do not have council member voting privileges.

108.11 If any elected member of the council fails to perform their duties as assigned they can be removed from office with a simple majority vote of the other council members.

### **109 VACANCIES ON THE COUNCIL**

109.1 Vacancy is defined as an inability to perform the assigned duties. If there is a vacancy in the office of the President, the President-Elect shall serve for the remaining term of the President, in addition to the term to which he or she was elected.

109.2 If there is a vacancy in the office of the President-Elect, the Nominating Committee shall select two candidates for office of President-Elect and hold an election by the membership as soon as possible.

109.3 For other vacancies, the Council shall select a Secretary pro tem, Treasurer pro tem, or Councilor pro tem, who shall fill the unexpired term of the office..

### **110 COUNCIL MEETINGS**

110.1 The Council shall hold at least one annual meeting to hear reports and to transact business.

110.2 Special meetings of the Council may be called at the request of any two Council members or the President.

110.3 Quorum. The presence of a majority of Council members shall constitute a quorum for the transaction of business at any meeting of the Council.

### **111 NOMINATING COMMITTEE**

111.1 The Nominating Committee shall nominate candidates for election as Officers, Councilors, and members of the Nominating Committee.

111.2 In making nominations, the Nominating Committee shall give consideration to a balance of the employer types, geographic areas, and interests that comprise the Association.

### **112 ANNUAL BUSINESS MEETING**

112.1 To provide for proper organizational activities and continuity of program, the Association's Annual Business Meeting shall be held between 5/1 and 6/30.

112.2 Business may be conducted at the Annual Business Meeting by those members present, without regard to the number or percentage of members in attendance, given reasonable advance notice to the members of the time and place of the Annual Business Meeting.

112.3 The fiscal year of the Association shall be July 1 through June 30.

### **113 AMENDMENTS AND INTERPRETATION**

113.1 An amendment to the Bylaws may be proposed in writing by a majority vote of the Council, or five members of the Association.

113.2 If the Council approves the proposed amendment or a modification of the proposed amendment, it shall be published for 30 days prior to the vote and open for comment. After all comments are addressed it will be submitted to the membership for a vote.

113.3 No amendment shall be made to these bylaws which would interfere with or terminate the Association's status as a charitable organization pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

113.4 A two-thirds' majority of members votes cast favorably shall be required to adopt amendments

### **114 PARLIAMENTARY PRACTICES**

114.1 Robert's Rules of Order (Revised), except when inconsistent with the Bylaws, shall govern parliamentary practice in the meetings of the Council, Annual Business Meeting, committees, and other meetings.

### **115 DISPOSITION OF ASSETS**

115.1 Upon dissolution of the Association and payment of all the liabilities of the Association, the assets of the Association shall be distributed, as directed by the Council, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law and Regulations of the Department of the Treasury applicable to such action as they now exist or as they may hereafter be amended.

115.2 No part of the earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or as they may hereafter be amended.