

# **Bylaws of American Meat Science Association**

## **Revised: 2021**

### **ARTICLE I - Name and Purpose**

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#### **SECTION I. NAME**

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This organization, an Illinois not-for-profit corporation, shall be known as the AMERICAN MEAT SCIENCE ASSOCIATION (referred to herein as “AMSA” or the “Association”).

#### **SECTION II. PRINCIPAL OFFICE**

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The principal Business Office of the Association shall be located at a site designated by the Board of Directors.

#### **SECTION III. PURPOSE**

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The purpose of the Association as stated in its Articles of Incorporation is:

To receive and maintain a fund or funds and to administer and apply the income and principal exclusively for educational purposes in furtherance of the following objectives:

- a. To promote the application of science and technology and the production, processing, packaging, distribution, preparation, evaluation, and utilization of meat and meat products;
- b. To stimulate and provide forums and other media for the exchange, discussion, and dissemination of information and ideas;
- c. To develop and sponsor activities designed to promote the adoption of sound and useful research and educational techniques;
- d. To promote the coordination of educational, research, development, and service activities in meat science and related areas; and
- e. To promote recognition of those engaged in meat science.

#### **Mission**

***Our mission is to cultivate a global community of professionals and students to discover, apply and communicate meat science and technology.***

#### **Vision**

***Our vision is to be an organization recognized for its unmatched competence and commitment to attracting and developing meat industry leaders which provides science-based meat research and information.***

#### **Gifts and Funds**

AMSA is a non-profit 501(c)(3) organization. All gifts are tax deductible to the extent provided by law. No part of the corporation's fund or income therefrom shall inure to the benefit of any director, officer or member.

## **ARTICLE II - Membership**

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### **SECTION I. MEMBERSHIP CATEGORIES**

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AMSA's membership shall consist of four categories: Professional Members, Emeritus Members, Student Members and Sustaining Partners.

1. Professional Member. Any person who is active in any aspect of meat science or supporting roles within the protein industry; and who evidences interest in supporting the objectives of the Association shall be eligible for consideration to become a Professional Member.
2. Emeritus Member. Any person who has retired from active professional life shall be eligible for consideration to become an Emeritus Member upon application, providing that person has been a member of AMSA for a minimum of ten (10) years.
3. Student Member. Any person who is registered in an educational institution and who is actively pursuing candidacy for a degree (Associate or higher) in the field of meat science or one or more of the sciences or branches of technology associated with meat science, shall be eligible for consideration to become a Student Member.
4. Sustaining Partner. Any company, agency or association actively participating in or supplying goods or services to the meat industry, shall be eligible for consideration to be a Sustaining Partner.

### **SECTION II. MEMBERSHIP APPROVAL**

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- 1) An individual can request a Professional or Student Membership through an online application. AMSA staff, with Board oversight, will review the application and determine whether to accept the membership. AMSA Staff and the Board of Directors reserve the right to deny membership requests for any reason.
- 2) A Professional Member that is eligible for consideration to become an Emeritus Member can request a change in membership category by submitting a request in writing (via email or letter) to the Board. Following submission, the Board of Directors will approve or deny the request.
- 3) Sustaining Partnerships are approved by the Board of Directors.

### **SECTION III. MEMBERSHIP PRIVILEGES AND BENEFITS**

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- 1) Only Professional and Emeritus Members shall be eligible to vote as to any matters submitted to membership for consideration.
- 2) Only Professional Members are eligible to hold an elected office.
- 3) All members are entitled to receive copies of all current AMSA materials and publications, some of which may have a cost to the member requesting the material. Back issues may be purchased, if available. Board of Directors minutes are available to any member upon request.

### **SECTION IV. MEMBERSHIP DUES**

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Professional, Emeritus, and Student Members shall pay such annual dues as are fixed by the Board of Directors.

### **SECTION V. SUSPENSION AND TERMINATION OF MEMBERSHIP**

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- 1) Financial: Any member whose dues are ninety (90) days past due shall be notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges and may be terminated at the sole discretion of the Board of Directors. Members suspended for non-payment of dues may be reinstated at any time upon payment of the current year's dues.

- 2) Organizational Core Purpose: Any member that engages in actions which are deemed by the Board of Directors to be inconsistent with AMSA's Mission and Vision or are otherwise disruptive to AMSA may be removed as a member by a majority vote of the Board of Directors, after such member is given a reasonable opportunity to be heard.

## **ARTICLE III - Officers, Board of Directors and Committees**

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### **SECTION I. OFFICERS**

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- 1) Titles. The officers of the Association are a President, President-Elect, Past-President and Treasurer.
- 2) Qualifications. Officers must be Professional Members of the Association and have previously served on the Board of Directors.
- 3) Duties. The President, President-Elect, Past-President and Treasurer shall perform the duties usually incumbent upon these offices and such other activities as are necessary to fulfill the objectives of the Association as determined by the Board of Directors and/or as expressed in these bylaws.
- 4) Election and Term of Office.
  - a) The President-Elect and Treasurer shall be elected from a list of candidates supplied by the Nominations and Election Committee by written or electronic ballot of the Professional and Emeritus membership before the annual meeting of the Association. The term of office shall begin at the conclusion of the annual business meeting. Officers, except for the Treasurer serve one-year (1) terms or until their successors qualify. The Treasurer shall serve a three-year (3) term.
  - b) The President-Elect shall succeed to the Presidency at the expiration of the President's term of office, or to fill a vacancy in the office of the President. After completion of their term, the President shall become the Past-President for a one-year (1) term.
  - c) Neither the President, the President-Elect nor the Past-President shall succeed themselves in their respective offices, except when fulfilling an unexpired term. The Treasurer may serve up to two (2) successive three (3)-year terms of office.
- 5) Vacancies. If a vacancy occurs among the officers for any reason, the Board will determine how the position is filled for the unexpired portion of the term.
- 6) Removal. After such officer is given a reasonable opportunity to be heard, an officer may be removed in the sole discretion of the Board for good cause shown by a two-thirds (2/3) vote of the Board of Directors.
- 7) Compensation. Officers do not receive compensation for their services but shall be reimbursed for expenses.

### **SECTION II. BOARD OF DIRECTORS**

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- 1) Composition, Election, and Ex-Officio Members.
  - a) A Board of Directors consisting of the President, President-Elect, Past President, Treasurer, and nine (9) non-officer Directors, shall manage the affairs of the Association.
  - b) The non-officer Directors shall be elected to three (3)-year terms staggered with three (3) new non-officer directors elected each year. No elected non-officer Director may be reelected for a successive term.
  - c) The following positions shall serve as non-voting ex-officio members of the Board of Directors:
    - i) Chief Executive Officer,
    - ii) Editor-in-Chief of *Meat and Muscle Biology*,
    - iii) President of the Intercollegiate Meat Coaches Association,
    - iv) Chair of the Development Council, and
    - v) President of the Student Board of Directors

- 2) Responsibilities. The Board of Directors shall:
  - a) Serve as the policy making body of the Association.
  - b) Conduct the general and business affairs of the Association in the interval between Annual Meetings.
  - c) Determine and recommend to the membership areas for future Association activity and development.
  - d) Administer the Awards Program of the Association.
- 3) Chair and Treasurer.
  - a) The President of the Association shall serve as chair of the Board of Directors. In the event of the inability of the President to qualify or function in this office, the President-Elect shall serve as chair pro tem.
  - b) The Treasurer of the Association shall serve as the financial officer of the Association, overseeing the financial affairs of the Association in concert with association staff. In the event of the inability of the Treasurer to qualify or function in this office, the Board of Directors shall elect one of its members to serve as treasurer pro tem until the next general officer election.
- 4) Meetings. The Board of Directors shall hold not less than three (3) meetings annually at as regular intervals as possible, and may hold additional meetings upon the call of the President or upon written request of any four (4) members of the Board of Directors. At any meeting of the Board of Directors a quorum for the transaction of business shall be seven (7) members, of which one (1) shall be one of the four elected officers.
- 5) Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior by written or electronic notice delivered to directors.

### SECTION III. CHIEF EXECUTIVE OFFICER

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- 1) Responsibilities. The Chief Executive Officer shall administer the organizational and partnership activities under the direction of the Board of Directors. This person will direct the office staff, conduct daily business of the Association, coordinate the business office, and actively develop partnership programs.
- 2) Selection. The Chief Executive Officer shall be selected by the Board of Directors. A committee may be appointed by the President to recommend a candidate or candidates to the Board of Directors. The Board of Directors will determine the term of employment of the Chief Executive Officer.
- 3) All other staff positions which have been approved by the Board of Directors shall be selected by the Chief Executive Officer.

### SECTION IV. COMMITTEES AND COUNCILS

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- 1) Executive Committee. An Executive Committee consisting of the officers of the Association shall act in the place of the Board of Directors when authority is designated by the Board or in emergency matters subject to subsequent review by the Board at its next regular meeting.

The Executive Committee may not suspend the bylaws, dissolve the Association, dismiss or elect new board members or officers, hire or fire the Chief Executive Officer, enter into major contracts, sue another entity, change a board-approved budget, or adopt or eliminate major programs.

- 2) Nominations and Elections Committee. The Nominations and Elections Committee shall be comprised of the most recent past officers and Board members chaired by the Past-President, each serving for a single three (3)-year term.
- 3) Development Council.
  - a) Purpose. The purpose of the Development Council is:
    - i) To develop and implement strategies to generate funds to support and enhance the overall mission of the Association.
    - ii) To provide counsel to the Board of Directors with respect to the allocation of resources consistent with legal and regulatory requirements, the wishes of the donors, and the goals and objectives of the Association.

- b) Composition. The Development Council consists of six (6) members of the Association, with half of the members appointed directly by the Board of Directors and the other half nominated by the Development Council and approved by the Board of Directors. In addition, the Association’s Chief Executive Officer and its Treasurer will serve as non-voting ex-officio members.
  - c) Term. Development Council Members serve a three (3)-year term, with two (2) terms ending each year. All terms begin and end on the last day of the Association’s annual meeting. An individual may serve no more than two (2) consecutive terms.
  - d) Officers.
    - i) The officers of the Development Council consist of the Chair and Vice Chair who are elected by members of the Development Council and serve a one (1)-year term with no more than two (2) terms in either office.
    - ii) The Development Council Chair shall lead the meetings of the Development Council.
  - e) Meetings.
    - i) An annual meeting of the Development Council will be held during the annual meeting of the Association.
    - ii) Telephone and/or video meetings will be held at least quarterly, and more frequently as called by the Chair.
    - iii) All decisions by the Development Council will be made by majority vote when a quorum (four (4) of the six (6)) of voting members is present. Electronic balloting may be used as a binding means of decision-making.
  - f) Review of Gifts.
    - i) All gifts to the Association must provide support for the Association’s mission and are subject to review and approval by the Development Council and the Board of Directors before acceptance.
  - g) Recognition of Donors. An annual program will be developed and maintained by the Development Council to recognize donors appropriately.
  - h) Policies and Procedures.
    - i) The Development Council abides by Policies and Procedures approved by the Association’s Board of Directors.
    - ii) The Development Council is advisory to the Board of Directors and does not have authority to act on behalf of the Association or bind AMSA to any action.
- 4) Additional Committees. The President and the Chief Executive Officer shall have the authority to appoint whatever additional committees are necessary for the operation of the Association with the oversight of Board of Directors.

## **ARTICLE IV - Nominations and Elections**

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### **SECTION 1. NOMINATIONS**

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- 1) Nominations for the office of President-Elect, Treasurer and elected Directors shall be made by the Nominations and Elections Committee and submitted to the membership by mail or electronic ballot at least sixty (60) days prior to each annual meeting.
- 2) The Nominations and Elections Committee shall nominate at least two (2) candidates for the office of President-Elect, at least two (2) candidates for the office of Treasurer, and at least six (6) candidates to be elected Directors. Space for write-in nominations will be provided on the mail or electronic ballot. The Nominations and Elections Committee must confirm each candidate’s eligibility, qualifications and willingness to serve if elected.

## **ARTICLE V - Meetings and Conferences**

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### **SECTION I. ANNUAL MEETING**

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The Association holds an annual meeting of the regular membership at the place and on the date that the Board of Directors determines. Written or electronic notice of said meeting shall be given to all members not less than sixty (60) days in advance of each annual meeting.

### **SECTION II. SPECIAL MEETINGS OF THE REGULAR MEMBERSHIP**

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Other meetings of the regular membership may be held at such times and place as may be determined by the Board of Directors, or by written petition of twenty-five (25) or more Professional Members. Written or electronic notice of such meetings shall be given to all members not less than sixty (60) days in advance.

### **SECTION III. QUORUM**

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At any meeting of the Association, fifty (50) members present in person and/or virtually as determined by the Board and entitled to vote shall constitute a quorum. Proxy voting is not permitted. Electronic or mail voting is not permitted except for officer elections and bylaw amendments.

## **ARTICLE VI - Fiscal Procedures**

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### **SECTION I. FISCAL YEAR**

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The fiscal year of the Association shall be a calendar year unless modified by the Board of Directors.

### **SECTION II. ANNUAL BUDGET**

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The Board of Directors shall, by such procedure as it may prescribe, adopt a budget each fiscal year, appropriating funds for operation of the Association. Funds to meet this budget may be provided by members' dues or other revenue sources.

## **ARTICLE VII - Amendments**

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### **SECTION I. SUBMISSION OF AMENDMENTS**

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- 1) Amendments to these Bylaws may be proposed by the Board of Directors on its own initiative, or upon petition by not less than twenty-five (25) members eligible to vote.
- 2) Proposed bylaw amendments must be submitted to the President who shall ensure that the proposed amendment is voted on in accordance with Article VII Section II.

### **SECTION II. VOTING ON AMENDMENTS**

- 1) Proposed bylaw amendments submitted pursuant to Article VII Section I shall become effective if the requirements of Article V Section III are met and the amendment passes by a two-thirds (2/3) majority of the eligible members casting ballots.
- 2) Proposed amendments shall be voted on at the annual business meeting unless the Board of Directors determines that another form of voting is warranted. Members will be allowed at least thirty (30) days to review the amendment when balloting is completed solely at the annual meeting. If electronic or mail balloting or any other virtual form of voting is used, whether in conjunction with the annual meeting or on its own, members will be allowed at least fifteen (15) days to comment on proposed amendments and another thirty (30) days before balloting closes.

## **ARTICLE VIII - Rules**

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The Board of Directors is empowered to adopt such rules as do not conflict with these Bylaws and may be necessary for the proper governance of the Association. Such rules shall become operative when adopted by a two-thirds (2/3) majority of the Board members present and voting.

## **ARTICLE IX - Distribution of Assets**

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On dissolution of the Association, any funds and assets remaining after the discharge of all debts and obligations shall be conveyed to one or more eligible educational or scientific organizations selected by the Board. To be eligible, any organization to which the remaining funds and property of the Association are to be conveyed must be exempt under the provisions of Section 501(c)(3) of the Internal Revenue code of 1954, as amended, or under any successor to said Section of the Code, as it may be in effect at the time of conveyance.

As approved by the membership July 1, 1998

Mission Statement adopted June 2004.

Portions amended by the membership August 9, 2005; June 23, 2010; December 4, 2018; May 23, 2019.

Current revision adopted August 17, 2021