

## **Part III: Bylaws of American Meat Science Association**

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As approved by the membership July 1, 1998

New Mission Statement adopted June, 2004

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

New mission statement adopted June 23, 2010

### **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.

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

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

#### **SECTION III. PURPOSES**

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The purposes of the corporation as stated in its Articles of Incorporation are:

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 Core Purpose:

##### *Core Purpose:*

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To foster community and professional development among individuals who create and apply science to efficiently provide safe and high-quality meat.

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**

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The membership shall consist of four types: Professional Members, Emeritus Members, Student Members and Sustaining Partners. The Membership Committee shall determine the type of membership to which an individual is entitled.

- 1) Professional Member. Any person who is active in any aspect of meat science and who evidences interest in supporting the objectives of the Association shall be eligible to become a Professional Member.
- 2) Emeritus Member. Any person who has retired from active professional life shall be eligible for Emeritus Membership upon application, providing that person has been a member 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 membership as a Student Member.

4) Sustaining Partner. Any company, agency or association actively participating in or supplying goods or services to the meat industry, and recommended by the Membership Committee and approved by the Board of Directors.

## SECTION II. PRIVILEGES

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- 1) All members, except Student Members and Sustaining Partners, shall be eligible to vote.
- 2) Only Professional Members are eligible to hold an elected office.
- 3) Any member is welcome to attend open sessions of the Board of Directors as an observer.
- 4) All members are entitled to receive copies of all AMSA publications, some of which may have a charge. Back issues may be purchased, if available.

## SECTION III. MEMBERSHIP APPLICATION

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- 1) Membership may be obtained through formal application, which must be signed by a Professional or Emeritus Member of the Association.
- 2) Requests for change of type of membership, including Emeritus Member status, must be submitted in letter form.
- 3) Unless otherwise specified, when the Membership Committee has approved an application for membership or change of classification, such membership or change shall become retroactive to January 1 of that calendar year.
- 4) Sustaining Partnerships are recommended by the Membership Committee and approved by the Board of Directors.

## SECTION IV. SUSPENSION OF MEMBERSHIP

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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 is expelled. Members suspended for non-payment of dues may be reinstated at any time upon payment of the current year's dues and a reinstatement charge.

## ARTICLE III - Dues

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### SECTION I. ANNUAL DUES

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Professional, student, emeritus and Sustaining Partners shall pay such annual dues as are fixed by the Board of Directors.

## ARTICLE IV - 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.
- 4) Term of Office.
  - a) The President-Elect and Treasurer are elected by written or electronic ballot of the professional and emeritus membership each year 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 terms or until their successors qualify. The Treasurer shall serve a three-year 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. The President shall become the Past-President for a one-year 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 be re-elected for successive three-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. An officer may be removed for adequate reason by a two-thirds vote of the Board of Directors.
- 7) Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

## SECTION II. BOARD OF DIRECTORS

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- 1) Composition.
  - a) A Board of Directors consisting of the President, President-Elect, Past President, Treasurer, and nine (9) elected Directors, of whom three shall be elected annually shall manage the affairs of the Association.
  - b) The Chief Executive Officer, Editor-in-Chief of *Meat and Muscle Biology*, and the Chair of the Development Council shall serve as non-voting ex-officio members of the Board of Directors.
  - c) The elected Directors shall be elected for a three (3) year term. No elected Director may be reelected for a successive term, except when fulfilling an unexpired term.
- 2) Responsibilities. The Board of Directors shall:
  - a) Serve as the Legal Representative 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 the Chief Executive Officer. 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 previously thereto by written or electronic notice delivered personally or sent to directors, at their addresses as shown by the records of the corporation.

### SECTION III. CHIEF EXECUTIVE OFFICER

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1) Responsibilities. This staff member, if employed [part-time or full time], will 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.

### SECTION IV. COMMITTEES AND COUNCILS

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1) Executive Committee. An Executive Committee consisting of the officers of the Association and 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 corporation, dismiss or elect new board members or officers, hire or fire the chief executive, enter into major contracts, sue another entity, change a board-approved budget, or adopt or eliminate major programs.

2) Nomination and Elections Committee. The Nomination and Elections Committee shall be appointed by the President, with the approval of the Board of Directors, and shall consist of at least five (5) Professional Members, to include as chair the Past-President.

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 for 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 members of the American Meat Science 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-year term, with two terms ending each year. All terms begin and end on the first day of the Association's annual meeting. An individual may serve no more than two 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 year term.

- ii) The Development Council Chair shall serve as a non-voting ex-officio member of the Board of Directors.
  - e) Meetings.
    - i) An annual meeting of the Development Council will be held concurrent with 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 (4 of the 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 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.
    - ii) The American Meat Science Association is a non-profit 501(c)(3) organization. All gifts are tax deductible to the extent provided by law.
    - 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 it to any action.
- 4) Additional Committees. The President appoints whatever other committees are necessary.

## **ARTICLE V - 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 will 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 the annual meeting.
- 2) The Nominations and Elections Committee shall nominate at least two (2) candidates for the office of President-Elect and Treasurer and at least six (6) to be elected Directors. Space for write-in nominations will be provided on the mail or electronic ballot. The Committee or the nominator must assure the eligibility, qualifications and willingness to serve if elected.

## **ARTICLE VI - 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.

### **SECTION II. SPECIAL MEETINGS**

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Other meetings, including business meetings, 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, including any business meeting of the Association, fifty (50) members present in person 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 VII - Fiscal Procedures

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### SECTION I. FISCAL YEAR

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The fiscal year of the Association shall be fixed 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 otherwise.

## ARTICLE VIII - 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, by the Bylaws Committee, 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 follow the procedures outlined in the policies and procedures manual.

### SECTION II. VOTING ON AMENDMENTS

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- 1) These Bylaws can be amended at any time by following Association Policies and Procedures if the requirements of Article VI Section I are met and the amendment passes by a two-thirds (2/3) majority of the eligible members casting ballots.
- 2) Any of the Association Bylaws may be suspended for a period of ninety (90) days by a two-thirds vote of the Board of Directors, but an amendment to change the bylaws must be submitted to the membership for voting before the end of this time period or suspension of the bylaws is automatically revoked.
- 3) Proposed amendments will be voted on at the annual business meeting unless the Board of Directors determines that electronic/mail balloting is warranted. Members will be allowed at least 30 days to review the amendment when balloting is at the annual meeting. In the case of electronic or mail balloting, members will be allowed at least 15 days to comment on proposed amendments and another 30 days before balloting closes.

## ARTICLE IX - 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 majority of the board members present and voting.

## **ARTICLE X - 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 educational or scientific organizations selected by the Board. 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.