

THE ACADEMY OF TOXICOLOGICAL SCIENCES
(A District of Columbia Nonprofit Corporation)
Revised and Approved January 2006

BYLAWS

ARTICLE I - NAME, PURPOSES, AND MEMBERS

Section 1. Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Incorporation. The name of this organization shall be Academy of Toxicological Sciences.

Section 2. Members. The Fellows of the Academy shall be voting members of the Corporation.

ARTICLE II – OFFICES

Section 1. Offices. The Corporation may have offices at such places, either within or without the District of Columbia, as the Board of Directors may from time to time determine or as the functions of the Corporation may require.

Section 2. Registered Office; Registered Agent. The Corporation shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Duties and Powers. The property, business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all the powers of the Corporation, except as provided by law. The general management of the affairs of the Corporation will be vested in the Board of Directors. The Board of Directors may employ an Executive Director and in addition may employ such persons as the Directors deem necessary and upon such terms and at such salary whom in the case of the Executive Director, may with approval from the Directors delegate duties and responsibilities.

Section 2. Number and Qualifications. The Board of Directors shall consist of up to twelve (12) Directors-at-Large or such other number of Directors as the Board of Directors may establish from time to time by amendment to this section of the Bylaws. The Board of Directors shall never be less than three (3).

Section 3. Election of Directors. Directors to succeed those whose terms are expiring shall be elected by a majority vote of the Fellows using a ballot distributed to all members in good standing either by electronic or paper means.

Section 4. Term of Directors. The Directors elected at the annual meeting in 1990 shall be divided into three classes, which classes shall have as equal a number of Directors as possible. The term of office for Directors is for a period of three years. Each Director shall continue to hold office until a successor is elected. No person may serve more than three consecutive three-year terms as a Director.

Section 5. Filling of Vacancies. In the event of a vacancy in the position of a Director-at-Large on the Board of Directors, the Board of Directors shall elect a replacement to fill out the remainder of the Director term.

Section 6. Meetings and Special Meetings of the Board. The Board has the authority to call meetings and special meetings within or without the District of Columbia or at such locations and time as may be specified by the President or three or more of the Directors. An annual meeting of the newly elected Board of Directors shall be in close proximity to the annual meeting of the Fellows and for such purposes, additional to those prescribed by law or by these Bylaws, as may be raised at the meeting by any of the Directors. Special meetings of the Directors shall be held from time to time when called by the President or by three or more Directors, for such purposes as may be specified in the notice thereof by the President or by the Directors calling the meeting. Matters not specified in the notice of any special Directors' meeting may be considered upon vote of a two-thirds majority of those present.

Section 7. Notices of Meetings. Notice of all meetings of the Board of Directors, starting time, place and (except in the case of the annual meeting) the purposes thereof, shall be given to each Director by the Secretary/Treasurer; provided, however, that no notice shall be required of any meeting if each Director is present (except to object to the meeting as unlawfully called) or waives notice in writing whether signed before or after the meeting, that contains the records of the meeting. In any case it shall be deemed sufficient to a Director to receive notice by mail at least seven days or by e-mail at least five days before the meeting, addressed to him/her at their usual or last-known business or residence address, or to give notice to him/her in person either by telephone.

Section 8. Quorum and Voting. At any meeting of the Board of Directors, a quorum for the consideration of any questions shall consist of a majority of the Directors then in office, but any meeting may be adjourned from time to time by a majority of the Directors present, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each Director shall be entitled to one vote at all meetings of the Directors. When a quorum is present at any meeting, the votes of a majority of the Directors present and voting shall be requisite and sufficient for the decision on any question brought before any such meeting, except in any case where a larger vote is required by law or by these Bylaws.

Section 9. Action by Written Consent of Directors. Action may be taken by the Board of Director's outside of a regularly scheduled or special meeting if the action is provided to all of the Board members with 1 week time period to respond. The action will be deemed as approved if a majority of all the Board members approve of the action.

Section 10. Meetings by Conference Telephone. Unless otherwise restricted by law, members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors

or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

ARTICLE IV - COMMITTEES

Section 1. Committees. The Board of Directors may appoint such committees, including an executive committee, consisting of Directors and, if desired, persons who are not Directors, as the Board of Directors may deem desirable to assist and advise it in the conduct of the affairs of the Corporation. Such committees may be continuing or temporary, shall act under the supervision of the Directors, and shall have such powers and duties and shall act with respect to such matters as the Directors may from time to time determine; provided, however, that any committee which are to have and exercise the authority of the Board of Directors shall consist entirely of Directors. Meetings of such committees may be called and held by such notice as the persons on each such committee may determine, unless otherwise specified by the Board of Directors. Persons appointed to committees may be removed at any time by the Board of Directors, and any committee may be terminated at any time by the Board of Directors.

Section 2. Nominating Committee. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of three current Board members one of which will be the Immediate Past President who will serve as Chairperson of the Nominating Committee. Members of the Nominating Committee are not eligible to be on the ballot. Ninety (90) days prior to the annual meeting, the Nominating Committee shall make recommendations to the Board of Directors the names of the persons to be nominees for election. The slate of nominees shall be made available by mail or e-mail to the Fellows at least sixty (60) days prior to the annual meeting so that they may vote prior to the annual meeting. The ballot shall set forth the names of the candidates nominated; in addition, one space shall be provided for a write-in candidate. Completed ballots returned to the Secretary/Treasurer shall be valid if received on or before thirty (30) days prior to the annual meeting.

ARTICLE V - OFFICERS AND AGENTS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer, a Past President and such other officers, if any, as the Directors in their discretion shall appoint. The Corporation may also have such agents and employees, if any, as the Directors in their discretion shall authorize. The President, Past President, Vice President, and Secretary/Treasurer shall also be members of the Board of Directors.

Section 2. Election and Tenure. With the exception of the Past President, officers shall be elected by the Board of Directors by a majority vote of the votes cast, and shall hold office until their successors are elected and qualified or until they die, resign, or are removed. No person shall be elected President or Vice President at more than three consecutive annual elections. Vacancies, however caused, may be filled at other meetings of the Board of Directors until the next Board meeting.

Section 3. Duties and Powers. Subject to law, to the Corporation's Articles of Incorporation, and to the other provisions of these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his/her office and such duties and powers as the Board of Directors may from time to time designate.

Section 4. President. The President shall be the chief executive officer of the Corporation and shall have general charge and supervision of the work of the Corporation. The President shall serve as Chairman of the Board of Directors and preside at all meetings of the Board of Directors at which he /she is present, except as otherwise voted by the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. No person shall serve as President for more than three years out of any nine-year period. The President's term in office is one year.

Section 5. Vice President. The Vice President shall perform such duties and have such powers as the Board of Directors shall prescribe and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. No person shall serve as Vice President for more than three years out of any nine-year period. The Vice President's will serve a one-year term and then will succeed to President. The Vice-President will be responsible for annually reviewing the Bylaws and submitting to the Board recommendations to keep the Bylaws current.

Section 6. Secretary/Treasurer. The Secretary/Treasurer shall be the chief financial officer of the Corporation and shall be in charge of its funds and valuable papers, and shall have such other duties and powers as may be designated from time to time the Board of Directors or by the President. The Secretary/Treasurer shall also be the chief accounting officer of the Corporation and shall be in charge of its books of account and accounting records and of its accounting procedures. The Secretary/Treasurer shall be responsible to and shall report to the Directors, but, in the ordinary conduct of the Corporation's business, shall be under the supervision of the President. The Secretary/Treasurer shall keep a true record of the proceedings of all meetings of the Directors. The records shall be open at all reasonable times to the inspection by any Fellow. In the absence of the Secretary/Treasurer from any such meeting, an acting Secretary/Treasurer shall be chosen who shall record the proceedings thereof in the aforesaid files. The Secretary/Treasurer shall give notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the President or the Board of Directors. The Executive Director shall keep custody of the seal of the Corporation and affix it to instruments when authorized. The Secretary/Treasurer will serve a 3 year term and upon completion of service as Secretary/Treasurer may be nominated to serve as on the Board of Directors.

Section 7. Past President. The Past President shall be the immediate Past President of the Corporation. If there is no immediate Past President or if the immediate Past President resigned from the office of President or was removed from such office for any reason, the position of Past President shall remain vacant. The Past President shall perform such duties and have such powers as the Board of Directors shall prescribe from time to time. **The Past President will serve as the Chair of the Nominating Committee.**

Section 8. Resignation. Any officer may resign at any time by delivering his resignation in writing to the President or the Secretary/Treasurer or to a meeting of the Board of Directors. The

Directors, at any meeting called for the purpose, by vote of two-thirds of the existing Directors, may remove any officer or officers with or without cause. The Directors may at any time, by vote of a majority of the members present and voting, terminate or modify the authority of any agent.

Section 9. Expenses. The agents and employees of the Corporation shall be entitled to receive reimbursement of reasonable expenses, as determined by the Board of Directors.

ARTICLE VI - MEETINGS OF THE FELLOWS; VOTING

Section 1. Annual Meeting and Notice. The Corporation shall hold annually a meeting of its Fellows in order to provide a forum for the transaction of business as may be determined to be necessary or appropriate by the Board of Directors. Any action requiring approval by the Fellowship will be provided to the Fellows 30 days prior to the annual meeting and will be voted upon (via mailed or electronic ballot) no less than 30 days after the annual meeting. Except as otherwise expressly provided in these Bylaws, notice of the time and place of the annual meeting of the Fellows shall be given to each Fellow personally or by mail, telephone, electronically or other such means. Any such notice shall be given not less than fourteen (14) days and not more than fifty (50) days prior to the date of such meeting. Notice shall be deemed to have been given personally to a Fellow if delivered to his or her residence or usual place of business as it appears on the records of the Corporation or to such other address as may have been specified by such Fellow in a written notice to the Secretary/Treasurer.

Section 2. Voting. Only Fellows in good standing shall be entitled to one vote on procedural matters raised during the annual meeting and on all matters pertaining to the affairs of the Academy which are duly presented for consideration at special meetings and by mail or by electronic transmission of such other matters as may arise from time to time. Unless otherwise specifically provided by law or these Bylaws, a majority vote of those Fellows voting shall govern.

ARTICLE VII - THE BASES AND MEANS OF CERTIFICATION OF FELLOWS

Section 1. Eligibility. Eligibility for certification and recertification of Fellows shall be based upon:

- a. The quality and extent of the applicant's education and training;
- b. The quality and extent of the applicant's past and current professional contribution and accomplishments in toxicology;
- c. Evidence of the applicant's continuing practice in **toxicology**.

Section 2. Board Plan for Certification Process. The Board of Directors shall prepare and approve a plan, which will be generally available to the public, that shall set forth the means for conducting a full and fair review of credentials of applicants, including the application process and the submission of relevant data. The Board of Directors shall employ peer review of credentials as the basis for certification.

Section 3. Board Review. The Board of Directors shall review and rule on applications for certification.

Section 4. Reapplication Procedures. The Board of Directors will establish a reapplication procedure fore unsuccessful applicants. Unsuccessful applicants will be informed in writing for reasons of disapproval. No new application of any unsuccessful applicant may be considered any sooner than twelve (12) months after disapproval.

Section 5. Certificates and Revocation. Each certificate remains the property of the Corporation and may be revoked by the Board of Directors in accordance with reasonable procedures established by the Board of Directors. Causes for such revocation may include, but are not limited to, the following:

- a. If facts are established which, if available at the time of certification, would have caused denial of certification;
- b. If there were misstatements of the fact in the application which influenced the approval of the application; or
- c. If the applicant has failed to maintain professional standards of scientific and ethical integrity, if such standards have previously been established by the Board of Directors.

Revocation is the function solely of the Board of Directors.

Section 6. Term of Certification. Certification is cyclical and shall be valid for a period of five (5) years. The Board of Directors shall establish procedures and requirements for recertification.

Section 7. Conflict of Interest. Concerning the Board of Director’s Review of New Applications to become Fellows within the Academy and Applications for Recertification the following guidelines apply:

1. A member of the Board of Directors cannot serve as the primary reviewer of an application to become a Fellow within the Academy submitted by an individual whom he/she has nominated.
2. Members of the Board of Directors will not participate in discussions (or voting) concerning applicants to become Fellows in ATS when they perceive that a conflict of interest exists.
3. Members of the Board of Directors will not participate in discussions (or voting) concerning their own applications for recertification.

ARTICLE VIII PROVISIONAL RE-CERTIFICATION

Section 1. Fellows applying for re-certification who do not meet re-certification standards may be granted a “provisional” five year re-certification.

Section 2. “Provisional” status will not be published, but will only be known by the Board of Directors.

Section 3. The Fellow notified of a provisional re-certification will still have all the privileges of Fellow and will be listed in the ATS roster as re-certified.

Section 4. A provisional re-certification letter will be sent to the Fellow, and the areas of deficiency will be identified.

Section 5. The provisional status may be granted for a second term, but no more than two provisional re-certifications (for a total of 10 years) may be granted.

Section 6. A Fellow who has received two provisional re-certifications will have the option to apply for normal Fellow status, Emeritus Fellow status, or the Fellow may request to be removed from the ATS roster.

ARTICLE IX - EMERITUS STATUS OF FELLOWS

Section 1. Emeritus status may be conferred upon a Fellow who is retired and neither employed nor active as a consultant upon approval by the Board of Director.

Section 2. A written request for Emeritus status, stating that the Fellow is retired and neither employed nor active as a consultant, must be submitted by the Fellow to the Board of Directors, for approval. The Board of Directors may approve or reject each request for Emeritus status in its sole discretion.

Section 3. The Emeritus Fellow status is awarded for life.

Section 4. The Emeritus Fellow may at his or her request inform the Board that he or she wishes to apply for recertification as an active Fellow.

Section 5. The status of Emeritus Fellow is an ongoing honor and requires no fees to be paid. Emeritus Fellows will no have voting rights within the Academy.

Section 6. Emeritus Fellows shall be listed on the roster of Fellows, and their status as Emeritus Fellows will be indicated on that roster in a manner deemed appropriate by the Board of Directors.

ARTICLE X - FINANCES

Section 1. Certification Fees. Applicants for certification and recertification as Fellows shall pay such fees as are determined by the Board of Directors.

Section 2. Annual Dues. Certification Fee. Fellows shall pay such annual certification fee in the support of the Academy as determined by the Board of Directors. Fellows who have retired because of age or disability may elect to apply to the Board of Directors for “Emeritus Status.” Eligible Fellows desiring Emeritus status shall apply to the Board of Directors in writing through the Executive Director’s office. Applications filed on or prior to June 1st shall be reviewed and acted upon by the Board of Directors at its next meeting or as soon there after as possible. Effectively retroactively to the first day of July of the year in which such application is acted upon by the Board of Directors, Fellows accorded “emeritus status” shall be relieved of the payment of their annual certification fee.

Section 2. Other Fees. The Corporation may sponsor continuing education courses and require payment of such registration fees as it determines. The Corporation my also require an accreditation fee for any continuing education course it does not sponsor.

Section 3. Re-certification Fee shall be assessed every five years.

Section 4. Failure to Pay Fees. Failure to pay the annual certification fee or re-certification fee within 2 months of the stated date shall result in suspension of all Fellow privileges. Failure to pay fees within 12 months of the due date shall result in forfeiture of Fellowship. A Fellow who has forfeited privileges by nonpayment of dues must reapply for Fellow status under Article IX.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Except as the Board of Directors may otherwise authorize, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the President or the Treasurer.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the following year. There shall be an annual audit of the corporate financial records of each such fiscal year to be conducted by a certified Public Accountant designated by the Board of Directors in an appropriate resolution.

ARTICLE XIII - SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the District of Columbia, and the words "Corporate Seal".

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the District of Columbia or under the provisions of the Articles of Incorporation and Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV –CODE OF ETHICS ENFORCEMENT

Claims that fellows of the Academy of Toxicological Sciences have not adhered to the code in a material way shall be submitted in writing to ATS Headquarters. The ATS legal counsel will review the documentation and make recommendations to the Board. The Board can take action in response to objections only when those objections or comments have been acted upon by adjudicative bodies. In cases where the claims have been substantiated, the Board shall decide upon and undertake appropriate action as it pertains to a prospective fellow and/or a fellow.

ARTICLE XVI - AMENDMENTS

Proposed amendments to the Corporation's Articles of Incorporation or these Bylaws shall be submitted by a Fellow in good standing to the Board of Directors at least seven days prior to the meetings of the Board of Directors. Upon approval by a majority of vote of the Board of Directors, the Secretary/Treasurer shall send notice of the proposed changes to all voting Fellows for comment to be returned within 30 days. After consideration of such comments by the Board of Directors, proposed Bylaws changes may be submitted to the Fellowship for a vote. Approval by the majority of votes cast within 30 days shall be required for adoption of the proposed amendments.
