

**BY-LAWS OF THE
AMERICAN ASSOCIATION OF CHINESE IN TOXICOLOGY (AACT)
a Special Interest Group of the Society of Toxicology**

ARTICLE I - NAME OF ORGANIZATION

Section 1. The name of this professional organization shall be the “*American Association of Chinese in Toxicology*,” or AACT for short, which is a special interest group (SIG) of the Society of Toxicology (SOT). The Chinese name of the organization shall be 北美中華毒理協會 (Bei3 Mei3 Zhong1 Hua2 Du2 Li3 Xie2 Hui4).

ARTICLE II - AACT’S MISSION AND OBJECTIVES

Section 1. To foster interactions among professionals of Chinese background and/or ethnicity in toxicological or related sciences through the exchange of information in education, technology, employment, or business opportunities.

Section 2. To facilitate collaborative activities in toxicology-related research or projects between Chinese scientists or organizations in the U.S. and abroad.

Section 3. To promote the participation of scientists of any ethnical background who share the same common interests as those stated in Section 1 and Section 2 above.

Section 4. No part of the net earnings of AACT shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the AACT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein-above set forth.

Section 5. No substantial part of the activities of the AACT shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the AACT shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP REQUIREMENTS

Section 1. Membership to AACT shall be open to members of SOT in good standing upon payment of the current AACT SIG annual dues.

Section 2. No action or activity may be taken or undertaken by any individual using the AACT or AACT-SIG name, or this organization’s name spelled in full without authorization by the AACT Board.

ARTICLE IV - THE AACT BOARD

Section 1. Officers shall begin their terms of office on May 1 following the SOT Annual Meeting at which their election is announced or one month after the Annual Meeting if it is held, any year, after April 1.

Section 2. Only Full, Associate and Retired members of SOT shall be eligible for election as officers.

Section 3. The AACT Board (hereinafter “the Board” or “Board”) shall be composed of eight (8) members (hereinafter also “officers”) as follows: *The President, the President-elect, the Secretary, the Treasurer, three (3) Councilors, and the Immediate Past-President.* The Immediate Past-President shall have no voting privileges on the Board. Four (4) votes of the Board shall constitute a quorum for the transaction of business. Unless noted otherwise in this By-law, the Board’s decisions on matters related to its responsibilities shall require a simple majority votes.

Section 4. All the elected officers shall each serve for two years, which shall expire on April 2 of the year in which the term expiration takes effect or at the closure of the AACT annual business meeting (of that year), whichever occurs first. Under certain circumstances, some Board members may necessarily be elected to serve a one-year term (e.g., either for their elections to be staggered properly, for filling a position vacated by a Board member who resigns or otherwise is not qualified to serve any longer).

Section 5. The President shall preside at all AACT and all Board meetings, and shall perform such other duties as may be directed by the Board or stipulated in these By-laws. The President, upon completing the term for that office shall be designated the Immediate Past-President for a term of two years.

Section 6. The President-elect shall become the President upon completing the term as the President-elect. In the President’s absence, the President-elect shall act as the President. The President-elect shall be responsible for the development of scientific and educational programs for the SOT Annual Meeting.

Section 7. In the event that both the President and the President-elect are not in the position or do not have the capacity to serve, the Secretary or the Treasurer, in that order, shall act as the President for a duration of not longer than 6 months, as otherwise a special election for a new President shall become necessary and hence be conducted.

Section 8. The position of the Secretary shall be appointed by the President, subject to the Board’s continuous approval, from Board members other than the President, the President-elect, the Treasurer, and the Past-President. The Secretary (or in her/his absence, the President or the President’s designee) shall record all transactions of all AACT and all Board meetings, shall be responsible for the correspondence of AACT, shall keep current a list of AACT members and their status, and shall give notice of all meetings. As applicable, the meeting minutes, Board correspondences, and records of Board transactions shall be made accessible to AACT members in a hard copy or electronic form within a reasonable time frame.

Section 9. The position of the Treasurer shall be appointed by the President, subject to the Board’s continuous approval, from Board members other than the President, the President-elect, the Secretary, and the Past-President. The Treasurer shall be the custodian of all monies and dues of the AACT and shall authorize all disbursements, as appropriate, against AACT funds; and shall pay authorized bills incurred by AACT when and as directed by the Board. The Treasurer shall receive all properties of AACT following installation of office. Dues and all other funds shall be collected and held via SOT for use exclusively by AACT. No funds shall be expended by or in the name of AACT to the extent that the expenditure, if made by SOT, would represent use of funds for any purpose(s) not within the SOT’s exempt purposes under section 501(c) 3 of the Internal Revenue Code. A full financial statement with regard to AACT funds shall be reported to the AACT members at the annual meeting. The annual financial statement

shall be made accessible to AACT members in a hard copy or electronic form within a reasonable time frame.

Section 10. The Immediate Past-President shall serve in an advisory capacity to the Board. The Immediate Past-President shall chair the AACT Advisory Committee (see Article IX, Section 3).

Section 11. The remaining three Board members shall be named the Councilors. The Councilors may serve on the Nominating Committee, as well as the Awards Committee, and/or shall serve in such committees under the stipulations of Article V, Section 2 and Article IX, Section 2, respectively.

ARTICLE V - NOMINATION AND ELECTION

Section 1. Full-term (that for 2 years) election for three (3) of Board members, excluding the President-elect, shall be held in even-number years, whereas the other three (3) members, including the President-elect, shall be held in odd-number years. With the exception of the President-elect, President, and Immediate Past-President, no Board members shall serve two consecutive terms, unless as specified in Article V, Sections 3, 4, and 5 below.

Section 2. The Nomination and Election Committee shall consist of five members and shall be composed of up to three Board members not seeking election (excluding the President and President-elect), and supplemented with AACT members not seeking election that are appointed by the Board, as necessary.

Section 3. The Nomination and Election Committee shall develop the Standard Operating Procedures (SOP) that are approved by the Board to guide the election and shall announce to all AACT members through the SOT headquarters or other means given reasonable advance notice prior to the start of the nomination process. If there is any discrepancy between the SOP and the By-laws, the By-laws override the SOP. Names and biographies of qualified candidates should be submitted to the Nomination and Election Committee before the announced deadline in order for the Committee to verify qualification of the candidates. In the event that none of the qualified AACT members are willing to serve for a certain position, the Officer whose term is ending may continue to serve for additional terms with the approval of the majority vote from the Board.

Section 4. The Nomination and Election Committee shall provide up to 4 candidates (minimum 2) for each vacant position. Provision shall be made on the ballot to permit write-in nominations by the voting AACT members. A candidate with more affirmative votes, even by one count, shall be elected to the position. In the event that there are more than 4 qualified candidates interested in running for one vacancy, the Committee shall select 4 qualified candidates for inclusion on the ballot for that particular vacancy. The selection process and justification for the selection of these candidates shall be documented and be available to AACT members upon request. The Committee shall notify all nominees whose name will not appear on the election ballot with explanation(s) as to why they are not selected to be on the election ballot prior to release of the election ballot.

Section 5. All candidates (including all write-ins) running for any of the Board or other AACT position must have paid the current AACT-SIG annual dues by January 15 of the same year and they must *not* be *currently* serving a *full* (2-year) term as an AACT Board member, excluding candidates for the President-elect position. All candidates (excluding write-ins) must deliver to

the Nominating and Election Committee a biography of 500 words or less prior to the announced deadline for such submission. The biography shall be attached to the ballot directly or separately (as in a separate E-file/folder) and that shall be subject to verification for accuracy by the Nomination and Election Committee.

Section 6. The SOT headquarters or its designee shall send the election ballots by mail or email to all SOT members who meet the SOT as well as the AACT membership eligibility and have paid, prior to January 15 of the same year, the current AACT-SIG annual dues. All voting AACT members shall have the ballots delivered to the place that the ballot has provided. The same shall be observed even when the SOT headquarters for any reason has delegated the AACT Nominating and Election Committee or other party to act on SOT's behalf regarding such election activities.

Section 7. This Nominating and Election Committee (expectedly its Chair) shall report or communicate the election results, including SOT-verified vote counts, to the AACT members within a reasonable time frame after the results are available, and at the upcoming AACT meeting.

ARTICLE VI - OBLIGATIONS AND COMPLIANCE AS SOT SIG

The AACT shall comply with the following in order to retain its status as an authorized body with SOT.

Section 1. AACT shall provide annual reports of the activities and finances for the current year, as well as plans of programs, activities, and finances for the following year. AACT's annual reports shall be submitted to SOT by the required date of each year.

Section 2. Annual reports shall be reviewed and approved by SOT's Council Liaison to the SIG, which shall consult with the AACT as necessary and report to SOT's Council with recommendations concerning continued authorization of AACT as a SIG.

Section 3. AACT's SIG policy statements must be reviewed and approved by SOT prior to release.

Section 4. SOT authorization as a SIG shall be withdrawn from AACT if AACT fails to comply with the foregoing provisions for continued authorization.

Section 5. Any AACT funds or other properties remaining at the time of termination or abatement, or dissolution of the AACT SIG affiliation shall be turned over to SOT and shall become a part of the SOT's general funds; no part of any such funds or properties shall inure to the benefit of any member or officer of, or person associated with, AACT.

ARTICLE VII - MEETINGS

Section 1. AACT's annual meetings shall be held within the same week of the SOT annual meeting and as dictated by its educational programs or membership needs. The time and place of each meeting shall be communicated by the Board to the AACT membership at least 30 days prior to the meeting.

Section 2. Special meetings may be called by the President at any time with the approval of the Board, or by a majority of the Board, or by presentation to the President of a petition signed by at least 20% of the AACT members in good standing.

Section 3. A quorum shall consist of at least 20% of the AACT members in good standing.

Section 4. Board meetings shall be held at the discretion of the President, provided that each Board member is notified at least 7 days prior to the meeting or that the Board members concur on a meeting date with shorter notice.

ARTICLE VIII - MEMBERSHIP DUES AND FEES

Section 1. AACT annual dues are established by the SOT Council and are the same for all SIGs. A request for variance from the established rate shall be directed to the SOT Council through SOT's SIG Council Liaison. Special fees outside of the dues structure (e.g., funds for an off-site reception) can also be collected if pre-arranged through SOT's SIG Council Liaison.

ARTICLE IX - AD HOC COMMITTEES

Section 1. The President, upon the Board's approval, may establish *ad hoc* committees to address AACT's special or specific needs and interests. Examples of such committees include Program Committee, Membership Committee, Finance Committee, and Strategic Planning Committee. Each committee should develop its own Standard Operating Procedures for the approval of the Board. Members of such committees shall serve at the discretion of the Board.

Section 2. The Awards Committee shall consist of at least five Board and/or AACT members appointed by the President. Members of the Awards Committee shall not be associated with contenders for the Award(s) under consideration (e.g., current student, postdoctoral fellow, employer, employee, or relative).

Section 3. An Advisory Committee will be established. The Advisory Committee from 2008 to 2014, shall consist of the two most recent Past-Presidents of AACT and two members appointed by the Board that are highly reputable Toxicologist of Chinese descent that have made significant contributions to support the American-Chinese Toxicologist community. After 2014, the Advisory Committee shall be composed of two Past-Presidents of the AACT and two senior Chinese Toxicologists appointed by the Board, in addition to the Immediate Past-President as the Chair. The term for the Advisory Committee shall be for two years. The duties of the Advisory Committee shall be to 1) provide advice to the President and the board for strategic planning, and 2) assist the organizational development, long-term financial planning, and promulgation of policies and procedures.

ARTICLE X - AMENDMENTS

Section 1. Amendments to these By-laws may be presented by any AACT member in good standing at any AACT regular meeting or at any special meeting called for that specific purpose. Amendments shall be presented in writing and shall be offered to the membership present at that meeting on motion for consideration and circulation to the entire AACT membership for a final vote. A simple majority at the meeting shall be necessary to pass the motion for consideration.

Section 2. Amendments accepted for future consideration and circulation shall be printed and circulated with an election ballot to all AACT members in good standing, from the SOT headquarters (or its designee). A two-thirds affirmative vote of the ballots returned to the same place where the ballots were provided shall be necessary for adoption of any amendment.

Section 3. Amendments to these By-laws must be approved by SOT Council before they can take effect. Such an approval is necessary to ensure AACT that any changes in the By-laws would have the same force and effect as the original By-laws, which has been so approved by SOT.