



Revised: November 30, 2016

BYLAWS

ARTICLE I - ORGANIZATION

Section 1. Name. The name of the Corporation shall be the Academy of Toxicological Sciences.

Section 2. Authority. The Corporation has been created as a not-for-profit organization under the provisions of the District of Columbia Nonprofit Corporation Act.

Section 3. Location. The Corporation shall have a registered mailing address 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 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of the following June. If required by law, 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.

Section 5. Purpose. As set forth in the Articles of Incorporation, the purpose of the Academy of Toxicological Sciences shall be to:

- a. Assist the public, private, and academic sectors
 - i. to improve the practice of toxicology and its specialties;
 - ii. to establish and improve standards for teaching toxicology and its specialties;
 - iii. to establish standards for continuing education and training programs;
 - iv. to encourage development of improved opportunities for training scientists; and
 - v. to foster the general principles of the scientific method in toxicological research, practice, teaching, and training.
- b. Establish appropriate professional standards evaluation boards to examine the qualifications of candidates for certification of competence in the toxicological sciences;
- c. Serve and protect the public, private, and academic sectors by furnishing the names of individuals who have been recognized as Fellows of the Academy; and
- d. Conduct such other activities of a scientific or educational nature as may serve and promote the foregoing.

Section 6. Members. The Fellows of the Academy shall be voting members of the Corporation. Fellows with Emeritus status are not entitled to vote on the business of the Corporation.

Section 7. 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 II - 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 excluded by law or by these Articles or Bylaws. 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

Section 2. Number. The Board of Directors shall consist of the five (5) officers named in Section 1 of Article III and at least nine Directors elected as described under Section 3 following.

Section 3. Election of Directors. Directors shall be elected by a majority of the votes cast by Fellows using a ballot distributed via electronic means to all members in good standing with the Academy.

Section 4. Term of Directors. The term of office for Directors is for a period of three years. Terms are staggered such that every year, at least three and no more than four new Directors are elected and at least three and no more than four Directors rotate off the board. 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. Vacancies. A vacancy in a position on the Board shall be filled for the remainder of the Director's term by one of the following mechanisms: 1) nomination by the President and majority vote of the Board of Directors, 2) special election by the membership (procedures to be the same as for routine election of Board members), or 3) the individual receiving the highest total votes in the previous election of Board members who is not already a Board member.

Section 6. Meetings and Special Meetings of the Board. 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, in addition to those prescribed 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 of the Board of Directors) the purposes thereof, shall be given to each participant by the Secretary/Treasurer or Executive Director of the organization. It shall be deemed sufficient for a participant to be given 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 either in person or 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. In the event of a tie vote, the President's vote will be used to break the tie.

From time to time, it may be appropriate for action/decision to be taken by the Board of Directors outside of a regularly scheduled or special meeting and to make a decision via a vote by electronic transmission. In this case, 100% of the Board of Directors shall be required to submit a vote by electronic transmission in order for a decision to be made. The decision will be made based on plurality of the electronic votes received.

Section 9. Meetings by Teleconference. Unless otherwise restricted by law or these Articles of bylaws, 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 teleconference, internet conference (e.g., WebEx) or similar communications equipment by means of which all persons participating in a meeting can hear each other clearly. Participation in such a meeting shall constitute presence in person at such meeting.

Section 10. Indemnification. The Corporation shall indemnify, defend and hold harmless the Board of Directors who shall be immune from civil liability, except where the injury or damage was the result of willful misconduct, a crime (unless the individual had reasonable cause to believe that the act was lawful), a transaction that resulted in an improper personal benefit to the individual, or an act or omission that was not in good faith.

ARTICLE III – OFFICERS AND AGENTS

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer, a Secretary/Treasurer-elect (when elected), and 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, Secretary/Treasurer and Secretary/Treasurer-elect shall also be voting members of the Board of Directors.

Section 2. Election and Tenure. The Vice President and the Secretary/Treasurer-elect shall be elected by a majority vote of the Fellows using a ballot distributed via electronic means to all members in good standing with the Academy. They shall hold office for one-year terms as specified below or until they die, resign, or are removed.

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 after which he/she will become the Past-President.

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. The Vice President 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. The Board recommendations for amendments to the Bylaws will be presented to the full membership for approval, as described in ARTICLE XV.

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 by 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 from and by the Board of Directors 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 Secretary/Treasurer, or Executive Director if appointed, shall keep custody of the seal of the Corporation and affix it to instruments when authorized. The Secretary/Treasurer will serve a two-year term.

Section 7. Secretary/Treasurer-elect. The Secretary/Treasurer-elect shall perform such duties and have such powers as the Board of Directors shall prescribe and shall, in the absence or disability of the Secretary/Treasurer, perform the duties and exercise the powers of the Secretary/Treasurer. The Secretary/Treasurer-elect will serve a one-year term and then will succeed to Secretary/Treasurer.

Section 8. Past President. The Past President shall be the immediate Past President of the Corporation and shall serve for one year. 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 9. Resignation/Removal. Any Officer or Director may resign at any time by delivering his or her resignation in writing to the President or the Secretary/Treasurer or to a meeting of the Board of Directors. The Board of Directors, at any meeting called for the purpose, by vote of two-thirds of the existing Directors, may remove any officer(s) or Director(s) with or without cause. Failure to attend two successive meetings may be grounds for termination of a Board of Directors member. 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. Notice of commencement of proceedings shall be given to the Officer(s) or Director(s) under consideration for removal. The Officer(s) or Director(s) affected shall be provided the opportunity to be heard.

Section 10. Vacancies. A vacancy in a position on the Board shall be filled for the remainder of the Director's term by one of the following mechanisms: 1) nomination by the President and majority vote of the Board of Directors, 2) special election by the membership (procedures to be the same as for routine election of Board members), or 3) the individual receiving the highest total votes in the previous election of Board members who is not already a Board member.

Section 11. 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 IV - COMMITTEES AND TASK FORCES

Section 1. Appointment. The Board of Directors may establish committees and task forces as it deems appropriate, describe the membership, duties, authority and duration of such committees and task forces, and provide for designation of committee leadership. Committees and task forces may be constituted of persons who are not members of the Board of Directors, but who are members in good standing with the Academy. Such committees and task forces 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. 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 or task forces may be removed at any time by the Board of Directors, and any committee or task force may be terminated at any time by the Board of Directors. When a committee is established as a standing (enduring) one, its attributes shall be separately described in these bylaws.

Section 2. Notices of Meetings. Notice of all meetings of Committees or Task Forces, starting time, place and the purposes thereof, shall be given to each participant by the Chair of the Committee or Task Force. It shall be deemed sufficient for a participant to be given 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 either in person or by telephone.

Section 3. Executive Committee. The President, Vice-President, Past-President, and Secretary/Treasurer shall constitute the Executive Committee. The Executive Committee has authority to act on matters relating to the operation of the Corporation between meetings of the Board of Directors, and shall report its interval decisions and actions at or before the next meeting of the Board of Directors. The President chairs the Committee, and the Vice-President serves when the President is not available.

Section 4. Nominating Committee. There shall be a Nominating Committee, consisting of five voting members of the Corporation. All members, including the Chair, shall have a single vote. The Chair shall be the Immediate Past President of the Corporation. Of the remaining members, two shall be appointed by the President (with the approval of the Board of Directors) from the current Board members and the remaining two shall be elected from the membership at-large. One at-large member will be elected each year for a two-year term. Board appointees shall serve for one term and may be re-appointed in successive years. The Nominating Committee will serve to nominate new candidates to the Board of Directors as well as to nominate officers of the Board of Directors. Members of the Nominating Committee are not eligible to be on the ballot.

Current Board members are not eligible to be on the ballot unless their current term ends at the end of the fiscal year in which they are nominated for a new term. 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 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, as well as the specific role for which they have been nominated (e.g., either Director-at-Large, or officer). In addition, one space shall be provided for a write-in candidate. Completed ballots returned to the Secretary/Treasurer or Executive Director shall be valid if received on or before thirty (30) days prior to the annual meeting.

Section 5. Awards Committee. There shall be an Awards Committee, consisting of five voting members of the Corporation. All members, including the Chair, shall have a single vote. The Chair shall be the President of the Corporation. Of the remaining members, two shall be appointed by the President (with the approval of the Board of Directors) from the current Board members and the remaining two shall be elected from the membership at-large. One at-large member will be elected each year for a two-year term. Board appointees shall serve for one term and may be re-appointed in successive years. The Awards Committee will serve to review candidates and select winners for all awards administered by the Corporation. Members of the Awards Committee are not eligible to receive an award from the Corporation while they are serving on the Committee and for one year after their term ends. The Board shall annually determine the types and numbers of the awards to be conferred at the next Annual Meeting and the stipends, if any, attached to each.

ARTICLE V - 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. Thirty (30) days notice shall be provided to the Fellows for any action requiring their input 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 delivered by mail, electronically or other such means to each Fellow currently in good standing. 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. Special Meetings of the Fellows. The Board has the authority to call special meetings at locations and times specified by the President or three or more of the 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 Fellows meeting may be considered upon vote of a two-thirds majority of those present. Except as otherwise expressly provided in these Bylaws, notice of the time and place of the special meeting of the Fellows shall be delivered by mail, electronically or other such means to each Fellow currently in good standing. Any such notice shall be given not less than thirty (30) days prior to the date of such meeting.

Unless otherwise restricted by law or these Articles of bylaws, special meetings may be held by means of a teleconference, internet conference (e.g., WebEx) or similar communications equipment by means of which all persons participating in a meeting can hear each other clearly. Participation in such a meeting shall constitute presence in person at such meeting.

Section 3. Voting: Annual Meeting. Only Fellows in good standing shall be entitled to vote on procedural matters raised during the annual meeting. Unless otherwise specifically provided by law or these Bylaws, a majority vote of those Fellows voting shall govern. Emeritus Fellows are not entitled to vote.

Section 4. Voting: Special Meetings and Other Matters. Only Fellows in good standing shall be entitled to vote 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. Emeritus Fellows are not entitled to vote on any matters.

ARTICLE VI - PROCEDURE FOR 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 for 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 ten (10) months after disapproval. Unsuccessful applicants will have two years to resubmit an application without resubmitting the application fee.

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 Fellow has failed to maintain professional standards of scientific and ethical integrity, as defined by the ATS Code of Ethics (see ARTICLE XII).

Revocation is the function solely of the Board of Directors as established by a two-thirds vote.

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 applications for fellowship within the Academy and applications for recertification the following guidelines apply:

- a. A member of the Board of Directors cannot serve as a primary reviewer of an application submitted by an individual nominated by that Board member.
- b. Members of the Board of Directors will not participate in discussions (or voting) concerning applicants when they perceive that a conflict of interest exists.
- c. Members of the Board of Directors will not participate in discussions (or voting) concerning their own applications for recertification.

Section 8. Nominations. Any Fellow, including a Director, may nominate individuals to apply for Fellow status. Self-nomination is also permitted.

ARTICLE VII PROVISIONAL RE-CERTIFICATION

Section 1. Fellows applying for re-certification who do not meet re-certification standards may be granted a one-time “provisional” three-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. A Fellow who has received a provisional re-certification will have the option to apply for Fellow status or Emeritus Fellow status at any time during the “provisional” three-year recertification period. A Fellow who has received a provisional recertification may be removed from the ATS roster if his/her re-certification application or application for Emeritus Fellow status is denied during the “provisional” three-year recertification.

ARTICLE VIII - EMERITUS STATUS OF FELLOWS

Section 1. Emeritus status may be conferred upon a Fellow who has completed a minimum of 10 consecutive years as a Fellow in good standing with the ATS and who is retired and neither employed nor active as a consultant. Emeritus status requires that the Fellow no longer continues the practice of toxicology as a primary means of financial support; however, they may continue in honorary or voluntary activities. Granting of Emeritus status is contingent upon approval by a two-thirds majority vote of the Board of Directors.

Section 2. A written request for Emeritus status, stating that the Fellow is retired and no longer continues the practice of toxicology as a primary means of financial support 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 at its sole discretion.

Section 3. The Emeritus Fellow status is awarded for life. However, Emeritus status may be revoked at any time by a two-thirds majority vote of the Board of Directors on the basis of documented breach of ethical standards to which all Fellows are held.

Section 4. The Emeritus Fellow may at their 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 not 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 IX - 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. Fellows shall pay such annual dues fee in the support of the Academy as determined by the Board of Directors. Payment of the annual dues fee is required to remain in good standing.

Section 3. Other Fees. The Corporation may sponsor continuing education courses and require payment of such registration fees as it determines.

Section 4. Re-certification Fee shall be assessed every five years.

Section 5. Failure to Pay Fees. Failure to pay the annual dues fee or re-certification fee within two 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 VII, Section 4.

ARTICLE X - 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 Secretary/Treasurer.

ARTICLE XI - 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 XII –CODE OF ETHICS

Section 1. The Board of Director’s shall prepare a Code of Ethics. That code shall become enforceable by the Board only after the Code is approved by two-thirds of the Fellows.

Section 2. 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 of Directors. The Board shall take appropriate action as it pertains to a candidate applying for Fellow status, a current Fellow, a Fellow applying for recertification of status, or a Fellow with Emeritus status. Actions may include, but are not limited to, private warning, public warning or revocation of certification. Notice of commencement of proceedings shall be given to the alleged offender. The alleged offender shall be provided the opportunity to be heard.

ARTICLE XIII - 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 any meetings of the Board of Directors. Upon approval by a majority of vote of the Board of Directors, the Secretary/Treasurer or Executive Director 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 by all eligible Fellows within 30 days shall be required for adoption of the proposed amendments.

