

**BY-LAWS  
OF  
ANALYTICAL EXCELLENCE THROUGH INDUSTRY COLLABORATION**

**ARTICLE I**

**PURPOSE**

Section 1.1. To support and advance bioanalytical diagnostic testing technologies, the Analytical Excellence through Industry Collaboration (“AEIC”) will:

- (a) provide a consensus voice for applications to the agricultural, biotechnology and environmental industries;
- (b) develop educational programs;
- (c) furnish scientific expertise; and
- (d) establish performance standards for bioanalytical methods.

**ARTICLE II**

**OFFICES**

Section 2.1. The location and post-office of the AEIC shall be at the office of the Secretary.

Section 2.2. The AEIC may also have offices at such other places as the board of directors may from time to time determine.

**ARTICLE III**

**MEMBERSHIP**

Section 3.1. There shall be three classes of members of the AEIC as follows:

- (a) Full Members;
- (b) Associate Members; and
- (c) Honorary Members.

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Only one voting representative per Full member is permitted. As set forth in Article IV of these by-laws, only Full Members shall be entitled to vote at meetings of the members.

Section 3.2. Any person or organization fulfilling the eligibility requirements of Section 3.3. of this Article III may apply to the board of directors for membership. Any such person or organization that has the intention to serve the public in a manner which will reflect favorably upon the AEIC and its members and in conformity with the objectives of the AEIC as set forth in the Standards of Conduct, adopted from time to time by the board of directors and approved by a vote of two-thirds of the Full Members voting for such a purpose, may be admitted to membership in the appropriate classification at any meeting of the board of directors.

Section 3.3. Any person or organization that is seeking membership shall conform to at least one of the following requirements:

(a) Full Members: Those in industry with interest in the development and /or use of bioanalytical methods in the agricultural, biotechnology and environmental industries;

(b) Associate Members: Staff or faculty of academic institutions having an interest in the development and /or use of bioanalytical methods in the areas in the agricultural, biotechnology and environmental industries may qualify as associate members.

(c) Honorary Members: Certain classes of persons, firms, corporations, or institutions, other than those eligible to be Full Members, involved in or with interests relating to the development and /or use of bioanalytical methods in the agricultural, biotechnology and environmental industries may be eligible for membership as Honorary Members. Honorary memberships shall be conferred by a majority vote of the board, followed by approval of two-thirds of the Full Members voting at any meeting of the AEIC. The board of directors shall prescribe their dues, if any, and their participation as such Honorary Members.

Section 3.4. Application for Full and Associate memberships shall be made in writing to the Secretary of the AEIC on the business letterhead of the applicant or on such other forms prescribed by the board of directors of the AEIC, shall be accompanied by such dues, whether annual, or pro rata for a portion of a fiscal year, as the board of directors shall determine applicable, and shall be subject to review and approval by the board of directors in accordance with procedures it prescribes for the admission of members. Once an applicant has made a submission for membership, paid their prescribed dues and been approved by the board of directors, they will be a member of the AEIC. Any member may voluntarily terminate its membership in the AEIC; however, such action shall not relieve the member of its sole obligation for any dues or assessments due and owing.

Section 3.5. Full members shall pay initial and annual dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the board of directors may by resolution prescribe, including provisions for pro-rata payments for

members joining during the fiscal year. Persons may attend a regular meeting of the AEIC without joining. They may be charged a registration fee which would be applicable toward full membership dues if application acceptance is completed within 12 months from the time of the meeting attended. Resolutions concerning dues shall be effective only upon the approval of the board of directors, followed by: (a) the approval of two-thirds of the Full Members voting in person or by proxy at a regular or special meeting called for that purpose; or (b) the approval of two-thirds of the Full Members voting by mail or electronic communication at a special meeting called for that purpose.

Section 3.6. A member may be expelled and their membership thereby terminated for good cause, including, but not limited to: (a) non-payment of dues if such dues are not paid within ninety (90) days of the due date and such member has received second notice of such failure to pay and payment is not made within the next succeeding thirty (30) days; or (b) for actions that are damaging to or not in the best interests of the AEIC. Termination would occur after a hearing held before such number of other members of the AEIC as would constitute a quorum for the transaction of business, held upon 30 days notice to all members, and after a two-thirds vote of the Full Members at such meeting in favor of expulsion. Notwithstanding the foregoing, the board of directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member or recommendation of the President and for good cause shown.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.1. All meetings of the members shall be held at the registered office, or such other places as the board of directors may from time to time determine. Meetings will be conducted by Robert's Rules of Order.

Section 4.2. Each Full Member of the AEIC in good standing shall be entitled to one vote. Any representatives of a Full Member may attend meetings of the AEIC, but each Full Member shall appoint and certify to the Secretary of the AEIC one person to be its official representative in the AEIC and a second person to be the alternate representative. Either representative shall represent, vote, and act for the member in all affairs of the AEIC. Voting can be in person at a regular meeting or special meeting, or by mail ballot at the determination of the board of directors.

Section 4.3. At least two (2) regular meetings of the members shall be held in each calendar year. The times and places of such meetings shall be designated by the President, with the approval of the board of directors. The annual meeting of the members shall be held in connection with one of the regular meetings (normally during the fall) and shall be for the nomination and/or election of directors and officers, the reports of the Secretary and Treasurer and of all committees. If the annual meeting shall not be called and held within a calendar year, any member may call such meeting at any time thereafter. Elections for directors and officers shall be by written ballot (paper,

paper mail or electronic communication).

Section 4.4. Written notice of the regular meetings of members, including the annual meeting, specifying the place, date and hour of the meeting, shall be given at least thirty (30) days prior to the meeting.

Section 4.5. Special meetings of the members, for any purpose or purposes may be called at any time by a majority of the board of directors, or by fifty percent (50%) of the Full Members, upon written request delivered to the Secretary of the AEIC. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not less than thirty (30) nor more than sixty (60) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

Section 4.6. Written notice of any special meeting of the members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member at such address as appears on the books of the AEIC at the time of the notice of such meeting.

Section 4.7. Business transacted at all special meetings shall be confined to the business stated in the call of the meeting. The order of business may be amended or suspended by a two-thirds vote of the Full Members present at any meeting.

Section 4.8. A majority of the Full Members entitled to vote shall be necessary to constitute a quorum at all meetings of the members for the transaction of business; provided, however, that during any time that that the total number of Full Members of the AEIC is less than fifteen (15), then two-thirds of the Full Members entitled to vote, shall be necessary to constitute a quorum.

Section 4.9. When a quorum is present or represented at any meeting, the vote of two-thirds of the Full Members entitled to vote, present in person, shall decide any question brought before such meeting.

Section 4.10. The Secretary of the AEIC shall make, at least five (5) days before each meeting of members, a complete list of the Full Members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the office of the AEIC and shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 4.11. At any regular or special meeting, when a question is called, Full Members will be permitted to vote between three choices: (1) Yes; (2) No; or (3) Abstain. To approve a question, there must be a two-thirds majority of "Yes" votes among those present in person and voting. A quorum of present and voting Full Members must be verified by the Secretary or other designated officer for each recorded vote taken.

Section 4.12. Voting at any special meeting of the members may be taken by mail, provided the voting procedures, subject matter of the meeting and timing are properly explained in the notice of the meeting. Any mail ballot shall provide the choices: (1) Yes; (2) No; or (3) Abstain. To approve the question posed by the mail ballot, there must be a simple two-thirds majority of "Yes" votes by Full Members. Only votes postmarked within thirty (30) days of the date of the Secretary's letter will be counted.

## ARTICLE V

### OFFICERS AND DIRECTORS

Section 5.1. The officers of the AEIC shall be chosen by the Full Members either at the annual meeting or by electronic or paper ballot held within 30 days of the end of the annual meeting. Except as hereinafter provided in the case of vacancies, the Vice President, Secretary and Treasurer shall be elected by the members. In order to maintain Board continuity, the Vice President will move into the office of President as the President moves into the office of Immediate Past President. The President and Vice-President serve until the next annual meeting of the members, or the time at which the new incumbents are elected. The Secretary shall serve for a period of 2 years, and the Treasurer for 3 years, their terms ending with the election of the new incumbents. The Treasurer and Secretary may serve multiple consecutive terms.

Section 5.2. The officers of the AEIC shall be a President, Immediate Past President, Vice President, Secretary and Treasurer. The Immediate Past President shall be the President that served the preceding term. The board of directors may also choose such other officers and assistant officers and agents as the needs of the AEIC may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board. The elected officers shall serve as the board of directors.

Section 5.3. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors constituting the whole board, shall be filled by a majority vote of the remaining members of the board (even if less than a quorum), and each person so elected shall be a director until their successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

Section 5.4. The business and affairs of the AEIC shall be managed by its officers who may exercise all such powers of the AEIC and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised and one by the members, including, but without limitation, having discretion in the disbursement of the AEIC's funds. Policies of the AEIC will be managed by the board of directors.

### MEETINGS OF THE BOARD

Section 5.5. The meetings of the board of directors may be held at such place as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. The first meeting of each newly elected board may be held at the same place and immediately after the meeting should the directors be elected at the annual meeting, and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents of all the directors.

Section 5.6. Regular meetings of the board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the board at a duly convened meeting, or by unanimous consent. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting and shall be given to each director at least fourteen (14) days before the meeting either personally or by mail, electronic communication or fax.

Section 5.7. Special meetings of the board may be called by the President on seven (7) days notice to each director, either personally or by mail, electronic communication or by fax; special meeting shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place and hour of the meeting. The notice must state the general nature of the business to be conducted at such special meeting.

Section 5.8. At all meetings of the board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except as may be otherwise specifically provided by statute or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall be necessary to give any notice of adjourned meeting or of the business transacted thereat by announcement at the meeting at which such adjournment is taken, and by communication to the other members of the board not present within 30 days of the meeting.

Section 5.9. Each board member shall be entitled to one vote. Voting can be at a regular board meeting or at a special board meeting. When a question is called, AEIC directors will be permitted to vote with three choices: (1) Yes; (2) No; or (3) Abstain. To approve a question there must be simple majority of "Yes" votes among those present in person or by electronic or other form of communication and voting.

#### COMMITTEES OF DIRECTORS

Section 5.10. The board of directors may, by resolution adopted by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the AEIC. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such laws, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee

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shall have any power or authority as to the following: (i) the submission to the members of any action requiring approval of members; (ii) the filling of vacancies in the board of directors; (iii) the adoption, amendment or repeal of the by-laws; (iv) the amendment or repeal of any resolution of the board; (v) action on matters committed by the by-laws or resolution of the board of directors to another committee of the board. In the absence of disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 5.11. At least ninety (90) days before the annual meeting, the President shall appoint from among the Full Members a Nominating Committee of four (4) persons, one (1) of whom will be the Immediate Past President, to nominate candidates for the board of directors and for all elective offices. The Immediate Past President shall serve as the chair of the Nominating Committee and cause to be issued a call for nominations from among the active members of AEIC. All nominations received shall be duly considered, but the committee shall additionally be authorized to consider qualified persons pursuant to its own initiatives.

Section 5.12. Clause was removed by amendment vote on 9/29/00 by the AEIC. The clause pertained to the Finance Committee.

Section 5.13. The board of directors may elect an Executive Committee, which shall be comprised of one (1) Director and additional members elected by majority vote of the board of directors. It shall have such powers as may be delegated to it by the board of directors. The Executive Committee shall meet whenever conditions so dictate. Meetings of the Executive Committee may be called by any member thereof on fortyeight (48) hours notice by mail or electronic communication. A majority of the Executive Committee shall constitute a quorum for the transaction of any business. The board of directors shall by resolution determine the number of members, term of office, and method of appointment to the Committee.

Section 5.14. When deemed necessary, a Communication Committee shall be appointed by the board of directors or the membership. The Communication Committee shall have the responsibility for coordinating information concerning legislation, legislative proposals, regulatory proposals, and policies proposed or put into effect at any governmental level by any governmental body, official, or organization that issues policies that affect matters of AEIC. It shall have responsibility for recommending whether the AEIC should take positions relating to such legislative or regulatory acts, proposals or policies, and for the drafting of such positions. All questions relating to legislation or regulatory policy shall be referred to this Committee. It shall be charged with developing necessary mechanics for communicating to the board of directors and the membership concerning the matters within its responsibility. The Secretary shall serve as a member of the Communication Committee. The board of directors shall by resolution determine the number of members, term of office, and method of appointment to the Committee. Notwithstanding the foregoing, all policy positions taken and statements or

materials submitted in support thereof, in the name of AEIC shall be reviewed in advance by the membership and receive unanimous vote of the board of directors. If the board of directors is unable to reach a unanimous decision, the position can only be approved by two-thirds vote of the Full membership in a vote conducted for that purpose by mail or electronic communication.

Section 5.15. The President may appoint other Committees from time to time as the need may arise. Regular and Alternative Representatives of all members shall be eligible for committee positions, and any employee of a member shall be eligible, subject to approval of the Chairman of the Committee. Chairpersons of each Committee shall be elected by members of that Committee.

#### PRESIDENT

Section 5.16. The President shall be the chief executive officer of the AEIC and shall preside at all meetings of the members and directors, shall have general and active management of the business of the AEIC and shall see that all orders and resolutions of the board are carried into effect. The President, at the time of the annual meeting, shall submit a report to the membership summarizing the activities and accomplishments of AEIC for the preceding year. The President may assign responsibilities not specifically prescribed by these by-laws or board of directors to any officer, agent, or employees affiliated with the AEIC.

#### VICE PRESIDENT

Section 5.17. The Vice-President shall, in the absence of disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the board of directors or executive committee may prescribe or the President may delegate to them. The Vice President shall lead the planning of the content for the Fall Meeting.

#### IMMEDIATE PAST PRESIDENT

Section 5.18. The Immediate Past President shall have such duties as specifically conferred by the board of directors. The Immediate Past President shall serve as chair of the Nominating Committee. The Immediate Past President shall lead the planning of the content for the Spring Meeting.

#### THE SECRETARY

Section 5.19. The Secretary shall be charged with the duty of keeping or causing to be kept the votes and proceedings of the board of directors, and to attest documents. The Secretary shall perform such additional duties as the President may designate and serve as a member of the Communications Committee. The Secretary is responsible for the minutes of all general meetings.



## THE TREASURER

Section 5.20. The Treasurer shall keep an account of all moneys receive and disbursed by the AEIC and the membership roll of paid-up members. With the approval of the board of directors, the Treasurer shall designate which officers may make disbursements. The Treasurer shall report a statement of all transactions and financial status of the AEIC according to any schedule deemed appropriate and in such detail as the President or board of directors may direct. The Treasurer will be Chairman of the Finance Committee and is responsible for preparation of the budget.

## ARTICLE VI

### GENERAL PROVISIONS

#### FINANCIAL REPORT TO MEMBERS

Section 6.1. The Treasurer of the AEIC shall present annually to the members a financial report, a copy of which report shall be filed with the minutes of the annual meeting of members.

#### CHECKS AND NOTES

Section 6.2. All checks or demands for money and notes of the AEIC shall be signed by such officer or officers as the board of directors may from time to time designate. The funds of the AEIC shall be deposited or invested in such bank or trust company, savings and loan association, money market fund, government bonds, or other vehicle of investment or deposit, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the directors or by the Treasurer pursuant to delegation by the Directors.

#### FISCAL YEAR

Section 6.3. The fiscal year of the AEIC shall be from August 1 to July 31.

#### NOTICES

Section 6.4. Whenever, under the provisions of these by-laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, or by electronic communication to the address appearing on the books of AEIC or, in the case of directors, supplied to the AEIC for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute.

## REMUNERATION AND EXPENDITURES

Section 6.5. The board of directors may provide a fair remuneration for the reasonable expenses actually incurred by its officers in its service, and may establish the compensation of any officer, employee, agent or outside professional person or service retained or engaged by the AEIC on a regular or fixed contract basis, subject to the requirements of these by-laws, concerning approval of the membership of changes in management. Notwithstanding the foregoing, the board of directors may incur only reasonable expenditures, or make appropriation therefore, from funds on hand to carry out its work, or from funds anticipated from the payment of dues during the current fiscal year or the payment of special assessments actually approved in accordance with these by-laws. No member of AEIC may incur expense or obligation on behalf of the AEIC without the consent of the board of directors.

## INDEPENDENT ACTION

Section 6.6. Membership in the AEIC shall not operate in any way to deny members the right of the independent action, whether or not consonant with the action of the AEIC.

## LIQUIDATION

Section 6.7. The AEIC may be liquidated and dissolved on the vote of two-thirds of the Full Members. In the event of liquidation, all funds remaining in the AEIC shall be devoted to purposes consistent with the purposes of the AEIC as determined by the board of directors. No funds of the AEIC shall be repaid to individual members thereof, and no member is entitled to claim any interest in particular or collective funds of the AEIC.

## CHECKS, NOTES, ETC.

Section 6.8. Checks, notes, drafts, bills of exchange and orders for the payment of money shall be signed or endorsed in such manner as shall be determined by the board of directors.

## INDEMNIFICATION

Section 6.9. The AEIC shall indemnify any person who was or is a party or threatened to be made a party of any threatened, pending or completed action, suit, or proceeding (including actions by or in the right of the AEIC to procedure a judgment in its favor) reason of fact that they are or were a director, officer, employee or agent of the AEIC, or is or was serving at the request of the AEIC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, upon a determination in the specific case that such indemnification is required.

## ARTICLE VII

## AMENDMENTS

Section 7.1. These by-laws may be amended by the two-thirds vote of the members in attendance at any meeting at which a quorum is present, provided that notice of the proposed changes shall have been submitted to all members of the AEIC at least thirty (30) days prior to such meeting.

## ADDENDUM

September 23, 1993 By-laws approved at annual fall meeting.

April 12, 1994 By-laws amended, Section 3.3 (c) and Section 3.5., at annual spring meeting.

May 4, 2000 By-laws amended, Article I, Section 1.1., at annual spring meeting.

September 29, 2000 By-laws amended, Article V, Section 5.12., at annual fall meeting.

September 29, 2000 By-laws amended, Article V, Section 5.14., at annual fall meeting.

April 19, 2006: By-laws amended at the annual spring meeting.

April 1, 2009: By-laws amended at the annual spring meeting, Article V., Section 5.1, Section 5.17 and Section 5.18.