

SOCIETY FOR THE ADVANCEMENT OF ADVERSE OUTCOME PATHWAYS

Article I *NAME*

The name of the Society shall be the *SOCIETY FOR THE ADVANCEMENT OF ADVERSE OUTCOME PATHWAYS* hereinafter called the "Society"

The Society resides in United States of America and is subject to the laws of said country. Claims on the Society are limited to claims on the Societies assets.

Article II *OFFICES*

The principle office and registered agent of the Society shall be located in Durham, North Carolina. The Society may have other offices, within or outside the city of Durham as may be designated by the Executive Council, or as shall be appropriate or necessary for the conduct of the affairs of the Society.

Article III *PURPOSE*

The purpose of the Society is to promote and advance scientific research that fosters the development and use of adverse outcome pathways, by: providing a forum for the presentation and discussion of relevant research; and, bringing together experts as well as novices from all fields related pathway based approaches to hazard and exposure assessment. Examples of how this is achieved, may include: organizing scientific meetings and workshops; maintaining a database with information about all members and their fields of special interest, current and planned projects, requests for collaboration, trainee offers, and professional advice; maintaining databases of information on adverse outcome pathways that are publically accessible; and, circulating newsletters containing information about recent developments, and abstracts of scientific publications written by members of the Society.

Article IV *MEMBERSHIP*

Section 1. General Rights and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Executive Council. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title or interest in or to the Society, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sums due the Society shall survive such termination unless otherwise expressly provided by the Executive Council.

Section 2. Members. The Society shall consist of two classes of members: Full Members and Associate Members. All applications for membership shall be considered by a Membership Committee, itself to be appointed by the Executive Council. All Members are entitled to attend business or scientific meetings organized by the Society.

Section 3. Full Members. Any person working with Adverse Outcome Pathways is eligible to apply for Full Membership. Applications may be submitted directly to the Secretary of the Society. Full membership requires approval by the Executive Council and payment of annual dues.

Section 4. Associate Members. Any person supporting the general ideas of the Society. Applications may be submitted directly to the General Secretary of the Society. Dues are not required from Associate Members

Section 5. Membership Fees. The Membership Fee is set by the Executive Council and approved at the yearly Business Meeting. Dues must be paid within 1 month of membership acceptance and yearly thereafter on an annual dues date set by the Executive Council. The Treasurer of the Society is empowered to waive or reduce Membership Fees in cases of genuine financial hardship. The Executive Committee shall decide on the distribution of funds collected as Membership Fees.

Section 6. Penalty for Non-Payment of Fees. Full Membership ends if dues are not paid within 6 months of the annual dues date. Failure to pay dues will result in conversion of Full Membership to Associate Membership.

Section 7. Duration of Membership. A member may resign at any time by giving written notice to the General Secretary. Membership fees will not be reimbursed. Membership also ends if the Executive Council or more than half of the Full Members request in a written petition the resignation of a member for ethical reasons. The member shall have the right of appeal to the Executive Council.

Article V *BUSINESS MEETINGS OF THE SOCIETY*

Section 1. A Business Meeting of the Society shall be held at least once a year. Place, date and hour of any Business Meeting are designated by the Executive Council and shall be published via emails to all Full Members. Business Meetings shall not require physical attendance of members and may be conducted via teleconferences or web-meetings.

Section 2. Regular meetings of the Executive Council shall be held at the discretion of the President.

Section 3. Special meetings of the Executive Council shall be held at any time and at any place when called by the President or by at least three members of the Executive Council. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 4. Conduct of Business Meetings. The Business Meeting is chaired by the President of the Society, or in his absence by the Vice-President. Conduct of the meeting shall adhere to standard parliamentary procedures. Decisions shall be recorded in writing and published via the Society website.

Section 5. Quorum. A quorum for transactions at a Business Meeting is one half of the Full Members of the Society. If the quorum is not met, all decisions of a business meeting require confirmation by a subsequent electronic ballot. In case of an electronic ballot a simple majority of votes received within one month after announcement will be sufficient to decide the issue.

Section 6. Vote and Representation. Each Full Member who is present shall be entitled to one (1) vote at all meetings of the members of the Society or in electronic ballots.

Article VI COMPOSITION AND TASKS OF THE EXECUTIVE COUNCIL

Section 1. The affairs of the Society shall be conducted through an Executive Council consisting of the President and seven (7) Full members. All decisions of the Executive Council are by simple majority. In case of a tie, the vote of the President is decisive. All members of the Executive Council shall be entitled to one (1) vote each.

Section 2. Composition of the Executive Council. The Executive Council shall consist of the President, the Vice-President, the Secretary, the Treasurer, the IT manager, and three Councilors.

Section 3. The Executive Council shall be empowered to appoint any member in good standing as Secretary, Treasurer or IT Manager who shall assist in carrying out the functions of the Society under the direction of the Executive Council and who shall be responsible for the management of the Office of the Society under the general supervision of the Executive Council. The Secretary, Treasurer and IT Manager will serve two (2) year terms. Reappointment is possible.

Section 4. Election of members of the Executive Council. Initially, members of the Executive Council shall be appointed by the Founding Committee as described in Article VII. Thereafter, Councilors, except for the Past-President, shall be elected for four year terms, and are eligible to stand for re-election for additional terms. The Vice-President shall be elected to serve three (3) terms of two (2) years each as Vice-President, President, and Past-President. Elections shall be conducted by ballot via email or other electronic means of all Full Members of the Society. Elections shall take place at least every two (2) years.

Section 5. Nomination of members of the Executive Council. Lists of candidates for the position of members of the Executive Council shall be prepared by the Nominating Committee. Nominations may be submitted in writing by any Full Member after the announcement of elections. The Announcement of elections shall be made by the President via the Society website, email, or oral announcement during any meeting of the Full Membership. A Full Member may nominate one (1) person for each position in the Executive Council to be filled. The Nominating Committee shall present a list with not less than two (2) names for each position, taking into consideration the diverse disciplines needed to develop and use adverse outcome pathways. The Nominating Committee shall pay due regard to nominations received from the Membership, but need not be confined to them.

Section 6. Quorum. A quorum of the Executive Council competent to transact business shall consist of not less than five (5) members of the Executive Council.

Section 7. Tasks. The Executive Council will take care of all scientific, structural, financial and technical actions related to the current status and future development of the Society. Furthermore, the Executive Council is responsible for funds used to conduct Society Business.

Article 8. Vacancies. If the size of the Executive Council becomes less than eight (8) members and the President, vacancies shall be filled by the President after consultation with the Executive Council from the list of Full Members, until the next election, which shall fill such vacancies for the unexpired term.

Article VII OFFICERS

Section 1. Election of Officers. Elections will be held every two years for the positions of President, Vice-President, and one (1) Councilor.

Section 2. Initially the President shall be appointed by the Founding Committee for a two (2) year term. At the end of that term the Vice-President shall become the President for a two (2) year term.

Section 3: Initially the Vice-President shall be appointed by the Founding Committee for a two (2) year term. At the end of that term a Vice-President shall be elected for a two (2) year term at each regular election.

Section 4. Initially the Secretary/Treasurer and IT Manager and three (3) Councilors shall be appointed by the Founding Committee for two (2) year terms. Thereafter, the Secretary, Treasurer and IT Manager will be appointed by the Executive Council from the Full membership. Reappointment of the Secretary, Treasurer and the IT Manager for consecutive terms is possible.

Section 5: Initially the three (3) Councilors shall be appointed by the Founding Committee. Two (2) will serve two (2) year terms and one for a four (4) year term. Thereafter, one Councilor position will be filled by the Past-President, and one Councilor will be elected for a four (4) year term at each regular election. Councilors may serve consecutive terms if re-elected by the membership.

Section 5. Task of the President. The President coordinates the work of the Executive Council. He/she represents the Society at official events, attends all meetings of the Society, and presides over the Business Meetings of the Society.

Section 6. Task of the Vice-President. The Vice-President replaces the President in case of absence of, or after resignation of, the latter. Otherwise the Vice-President has the status of an 'ordinary' member of the Executive Council.

Section 7. Task of the Treasurer. The Treasurer is responsible for overseeing collection of membership dues and surveys all cash flow of the Society. He/she shall have oversight of the Societies funds and securities, and shall keep full and accurate account of receipts and disbursements in books belonging to the Society, and shall ensure the deposit of all monies and other valuable effects in the name of the Society in such depositories as may be designated by the Executive Council. He/she shall disburse the funds of the Society as he/she may be ordered by the Executive Council, and shall render to the Members of the Society at the annual Business Meetings, or when so required by the Executive Council to the President and the Executive Council, an account of all the transactions as Treasurer and of the financial condition of the Society.

Section 8. Task of the Secretary. The Secretary is responsible for all communications between the Executive Council and all members of the Society. They maintain a database of Society members. The Secretary reports on the outcome of the Business Meetings of the Society and on the transactions of the Executive Council. He/she also coordinates the flow of information between the Executive Council and all Committees.

Section 9. Task of the IT Manager. The Information Technology (IT) Manager is responsible for managing the Society website, the development and implementation of applications used on thereon.

Article VIII *COMMITTEES*

Section 1. The Executive Council may at any time delegate any of its powers that by law may be delegated to any committee to act for and in place of the Executive Council, designating their duties and powers in the resolution of appointment. Any Full Member of the Society may serve in such a committee.

Section 2. Standing committees. Standing Committees may be appointed at the discretion of the Executive Council to undertake specific duties. Members and chairperson of Standing Committees are appointed by nomination of the President and approval of the Executive Council. And examples of such committee is a Meeting Organizing Committee which would work to organize in person or virtual meetings of the Society.

Section 3. Membership Committee. The Membership Committee consists of three (3) Full Members, appointed by the Executive Council for a two (2) year term, and is empowered to nominate persons for Full or Associate Membership. Approval of membership shall be by a simple majority vote of the Executive Council. At the discretion of the President, when needed, the Executive Council may serve the role of the Membership Committee.

Section 4. Nominating Committee. The Nominating Committee shall consist of three (3) Full Members and the President as chairperson. One (1) shall be a member of the Executive Council and two (2) shall be Full Members of the Society, chosen by a ballot prepared by the previous nominating committee. At the discretion of the President, when needed, the Executive Council may serve the role of the Nominating Committee. The Nominating Committee will take care of all tasks according to the election procedures outlined in *Article VI* and at such a time that a new Executive Council can be installed at the biannual Business Meeting. Each Nominating Committee shall serve for a period of two (2) years.

Section 5. Founding Committee. The Founding Committee will consist of self-nominated individuals for the sole purpose of appointing the first President Vice President, Secretary/Treasurer, IT Manager and three (3) Councilors. The founding committee will cease to exist once this duty is completed.

Article IX *REGIONAL AND NATIONAL REPRESENTATIVES*

Section 1. The Executive Council may at any time appoint Full Members as Regional and National Representatives to represent the Society in a particular region or in a particular country.

Article X *PUBLICATIONS*

The Society, at the directions of the Executive Council, may arrange to have material published that bears upon its specific aims.

Article XI *FINANCIAL YEAR*

The financial year of the Society shall commence on the 1st day of January and end on the 31st day of December.

ARTICLE XII *IDEMNIFICATION*

The Society may indemnify Executive Council members of the Society to the fullest extent required or permitted by the General Laws of North Carolina.

ARTICLE XIII *COMPENSATION*

The members of the Executive Council and all other members of the Society shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Society.

Article XIV *PROHIBITED ACTIVITIES*

No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XV *GENERAL*

Any issue, action or situation pertaining to the Society not regulated by these articles shall be dealt with by the Executive Council according to democratic procedures.

Article XVI *AMENDMENTS*

On resolution by majority action of the Executive Council or by a written proposal endorsed by not less than one third of the Full Members, these articles may be amended by a simple majority of votes cast at a Business Meeting of the Society, provided the quorum for such a meeting is met. Written notice of the substance of the proposed amendment is to be sent to all members not less than one (1) month prior to the time at which it shall be submitted to a vote. Changes in the articles will be effective following their adoption at the Business Meeting

Article XVII *LIQUIDATION OF THE SOCIETY*

By vote of two thirds of all Full Members, liquidation of the Society may be decided at a regular or special Business meeting. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the

principal office of the Society is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Amendment #1: Separation of the Duties of Secretary and Treasurer.

As adopted by a unanimous voice vote by a quorum of the full membership on 5/29/2015, the decision was made to separate the duties of the Secretary/Treasurer into two positions, a Secretary and a Treasurer. Therefore, Section 5 of Article 6 was revised to form Section 5 - Duties of the Treasurer, and Section 6 - Duties of the Secretary. At this same time, Kristie Sullivan, a Full Member in good standing, was elected by unanimous voice vote of a quorum of the full membership, as Treasurer for the remainder of the two year term. Also at this time Natalia Reyero was confirmed by unanimous voice vote of a quorum of the full membership, to server the reminder of the Secretary/Treasurer term, as Secretary.