

# **BY-LAWS OF THE ASSOCIATION FOR BIOLOGY LABORATORY EDUCATION, INC.**

Revised June 23, 2015

## **TABLE OF CONTENTS**

### **Article 1 – Name and Purpose**

- 1.1 – Name
- 1.2 – Purpose

### **Article 2 – Membership**

- 2.1 – Classes of Membership
- 2.2 – Membership Fees and Dues
- 2.3 – Registration Fees
- 2.4 – Additional Revenues
- 2.5 – Membership Meetings

### **Article 3 – Officers and Duties**

- 3.1 – Officers
- 3.2 – Selection and Term of Officers
- 3.3 – Duties of Officers
- 3.4 – Filling of Vacated Positions
- 3.5 – Removal of Officers

### **Article 4 – Board of Directors**

- 4.1 – Authority of the Board of Directors
- 4.2 – Structure of the Board of Directors
- 4.3 – Terms of Office and Selection of Members of the Board of Directors
- 4.4 – Quorum and Voting of the Board of Directors
- 4.5 – Meetings of the Board of Directors
- 4.6 – Informal Action
- 4.7 – Waiver of Notice

### **Article 5 – Committees**

- 5.1 – Standing Committees of the Corporation
- 5.2 – Membership on Committees
- 5.3 – Additional Committees

**Article 6 – Operations of the Corporation**

6.1 – Fiscal Year

6.2 – Execution of Checks and Drafts

6.3 – Books and Records

6.4 – Non-Profit Operations

6.5 – Robert's Rules of Order

**Article 7 – Release from Liability and Indemnification of Directors**

**Article 8 – Amendments**

8.1 – Adoption and Modification of By-Laws by Board of Directors

8.2 – Amendment by Members

**Adoption of By-Laws**

**History of Changes to the By-Laws**

# **BY-LAWS OF THE ASSOCIATION FOR BIOLOGY LABORATORY EDUCATION, INC.**

## ***ARTICLE 1 – NAME AND PURPOSE***

### **1.1 – NAME**

The name of this Corporation shall be the Association for Biology Laboratory Education, Inc., and its principal address shall be, c/o The Department of Biology, Lycoming College, Williamsport, Pennsylvania.

### **1.2 – PURPOSE**

1.2.1 – The purposes for which this Corporation is formed are as follows:

(a) To encourage the development and improvement of laboratory education in all biological sciences at the college and university level, as well as to promote improvement in laboratory education among its members and affiliates; to hold meetings for the presentation and discussion of laboratory exercises; and to publish proceedings reporting on meetings.

(b) To have and exercise all of the rights and powers conferred upon non—profit corporations under the Pennsylvania Non—Profit Corporation Law of 1972 now in effect or at any time to be amended.

(c) The said Corporation is organized exclusively for charitable, religious, educational or scientific purposes as defined under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code). Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code. (d) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, public safety testing, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

## ***ARTICLE 2 – MEMBERSHIP***

### **2.1 – CLASSES OF MEMBERSHIP**

2.1.1 – The membership in this Corporation shall be composed of individual members, life members, retiree members, patrons, and institutional members.

#### **2.1.2 – Individual Membership**

2.1.2.1 – Individual membership is available to all persons having an interest in the teaching and improvement of biology laboratory science.

#### **2.1.3 – Life Membership**

2.1.3.1 – Life membership of ten-times the current yearly amount for individual members is available to them at any time.

#### **2.1.4. – Retiree Membership**

2.1.4.1 – Retiree membership is available to retired members at \$10.00 below the current individual membership fee.

#### **2.1.5 – Patron**

2.1.5.1 – Classification as a patron, an annual membership, is available to any individual or organization who, as recognized by the Board of Directors, has made a substantial contribution to the organization. A membership fee is waived.

#### **2.1.6 – Institutional Membership**

2.1.6.1 – Institutional membership is available to any educational institution interested in the advancement of biological education at a yearly rate to be set by the Board of Directors. Institutional membership will entitle the employees and students of a given institution, at a single campus, full access to the ABLE Proceedings on-line content and the ability to register at the current member rate for annual meetings. Member voting rights and membership directory access will only be extended to the faculty, students and staff of Institutional Members if they individually become members in another of the defined categories.

### **2.2 – MEMBERSHIP FEES AND DUES**

2.2.1 – There shall be a membership fee as reviewed and set by the Board of Directors from time to time.

2.2.2. – The annual term of membership is from July 1 to June 30.

### **2.3 – REGISTRATION FEES**

2.3.1 – Registration fees may be charged for attendance at various meetings of the Corporation in accordance with schedules established by the Board of Directors from time to time. The registration fees for non-members may be higher than those charged for members.

### **2.4 – ADDITIONAL REVENUES**

2.4.1 – The Board of Directors may also raise additional revenues by various other means such as, but not limited to, special assessments of members, requests for contributions, the sale of proceedings and/or transactions, as well as by advertising.

## **2.5 – MEMBERSHIP MEETINGS**

### 2.5.1 – Annual Members' Meeting

2.5.1.1 – The Corporation shall hold at least one (1) conference per year, together with such additional meetings, workshops, conferences, symposia, or conventions as it shall elect, either alone or in cooperation with other organizations. At the time of its annual conference, a general meeting of the membership shall be held at such time and in such locations as shall be decided by the Board of Directors.

### 2.5.2 – Attendance

2.5.2.1 – Said meetings, conferences, workshops or conventions shall be open to all members of this corporation.

### 2.5.3 – Special Meetings

2.5.3.1 – Special meetings for the members of the Corporation for any purpose or purposes for which a vote of the membership must be taken may be called at any time by resolution of the Board of Directors, or by at least ten (10%) percent of the entire membership entitled to cast votes. Upon receipt of any such request, it shall be the duty of the Secretary of the Corporation to fix the time and place of the meeting which shall be held not less than ten (10) nor more than thirty (30) days thereafter.

### 2.5.4 – Notice of Meeting

2.5.4.1 – Written or electronic notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be communicated to each voting member of the Corporation not less than ten (10) nor more than one hundred (100) days before the date of the meeting, either electronically or by ordinary mail.

### 2.5.5 – **Voting Rights and Quorum at Meetings**

2.5.5.1 – Each individual member shall be entitled to one (1) vote cast on any business to come before the membership at any special meeting or any annual meeting for which the member is registered. Such a vote may be cast in person or by written proxy delivered to another registered member who personally attends the meeting of which the vote is taken. Members not registered at any particular annual meeting may not vote in person or by proxy at the meeting. The attendance of at least fifty-one (51%) percent of all registered members of the Corporation, or registered at the annual workshop at which said meeting is held shall constitute a quorum to legally transact any business.

## ***ARTICLE 3 – OFFICERS AND DUTIES***

### **3.1 – OFFICERS**

3.1.1 – The officers of this Corporation shall be the following: President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Assistant Treasurer and Past President.

### **3.2 – SELECTION AND TERM OF OFFICERS**

3.2.1 – The terms of officers shall be the following: Two (2) years for the President, Secretary, Treasurer, and Assistant Treasurer; and one (1) year for the President-Elect, Past President, and First and Second Vice Presidents. The terms of the Treasurer and the Assistant Treasurer shall be concurrent, except when a partial term is needed to fill a vacancy. All officers shall be elected by an electronic ballot via an on-line voting mechanism by a simple plurality of those members of the Corporation casting ballots during the year of election in those years when a term expires or a vacancy occurs, with the exception of the First and Second Vice-Presidents, who shall be appointed by the Board of Directors.

### **3.3 – DUTIES OF OFFICERS**

#### **3.3.1 – President**

3.3.1.1 – The President is the chief executive officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and other duties that may be required by these By-Laws or prescribed by the Board of Directors.

#### **3.3.2 – President Elect**

3.3.2.1 – The President-Elect shall, in the absence or incapacity of the President, perform all of the duties of the President.

#### **3.3.3 – First Vice-President**

3.3.3.1 – The First Vice-President shall have been the host of the annual conference held the preceding year. In the event that both President and President-Elect are absent or unable to serve, the First Vice President shall next assume those responsibilities. The first Vice-President will update the Host Guidelines and the Vendor information documentation and provide the updated files to the Second Vice-President. Copies of these updated files will also be sent to the ABL President and the webmaster. The First Vice-President shall also perform those duties as prescribed by the Board of Directors. In cases where the position of host is shared by more than one person, the Board of Directors shall appoint one of the co-hosts to serve as First Vice-President.

### **3.3.4 – Second Vice-President**

3.3.4.1 – The primary duty shall be to host the current annual conference. The Second Vice-President shall also perform those duties prescribed by the Board of Directors. In cases where the position of host is shared by more than one person, the Board of Directors shall appoint one of the co-hosts to serve as Second Vice-President.

### **3.3.5 – Secretary**

3.3.5.1 – The Secretary shall keep minutes of all meetings of the Board of Directors, as well as the annual General Meeting, be the custodian of all recent corporate records, give all notices as required by law or by the By-Laws, prepare updated Board composition and By-Laws documents, obtain the plaque for the annual meeting host, and generally perform all duties incident to the office of Secretary of the Corporation, as well as perform any other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or which may be assigned by the Board of Directors.

### **3.3.6 – Treasurer**

3.3.6.1 – The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the members as required by the Board of Directors or by the members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or which may be assigned by the Board of Directors.

3.3.6.2 – The Assistant Treasurer will assist the Treasurer who retains primary responsibility for maintaining the ABLE financial records and for all financial transactions. The Assistant Treasurer under the Treasurer's supervision will have the authority to write and sign checks on behalf of the organization. The Assistant Treasurer's responsibilities will include coordinating with the Treasurer, Webmaster, and Conference Hosts to account for on-line payments of membership dues, donations, and ABLE or RABLE conference registration fees. More generally, the Assistant Treasurer also will assist the Treasurer as requested by the Treasurer and the Board of Directors.

The Assistant Treasurer will work in collaboration with the Treasurer to ensure continuity in the Corporation's property and business transactions in the event that the Treasurer were to become incapacitated or unable to fulfill the duties of the position. The Assistant Treasurer will be kept fully informed and be fully aware of how and where Corporation fiscal transactions are conducted. The Assistant Treasurer will coordinate with the Treasurer to review the Corporation's fiscal records and processes at least once per year.

### **3.3.7 – Past President**

3.3.7.1 – The Past President shall perform those duties prescribed by the Board of Directors.

## **3.4 – FILLING OF VACATED POSITIONS**

3.4.1 – In the event that an officer becomes incapacitated, or a position becomes vacant, the Board of

The said replacement shall assume the duties of his or her office until such time as the officer is able to resume his or her position, or until the next election shall take place to fill the said position.

### **3.5 – REMOVAL OF OFFICERS**

3.5.1 – Any officer may be removed from office for malfeasance or for failure to fulfill the duties and responsibilities to the Corporation, by a two-thirds (2/3) vote of the Board of Directors, or by a two-thirds (2/3) vote of the members present at a general meeting.



## ***ARTICLE 4 – BOARD OF DIRECTORS***

### **4.1 – AUTHORITY OF THE BOARD OF DIRECTORS**

4.1.1 The Board of Directors of the Corporation shall be charged with the management of the business and the affairs of the Corporation.

### **4.2 – STRUCTURE OF THE BOARD OF DIRECTORS**

4.2.1 – The Board of Directors shall be composed of eight (8) Officers, four (4) elected Members-at-Large, and other members appointed by the President (e.g. committee Chairs).

### **4.3 – TERMS OF OFFICE AND SELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

4.3.1 – Officers must be members of the Organization for at least one year prior to nomination. All members of the Board of Directors who are officers shall remain members of the Board during their elected term of office. Elected Members-at-Large of the Board of Directors shall serve for a four (4) year term. Officers shall be elected by electronic ballot via an online voting mechanism by a simple plurality of those members of the Corporation casting ballots. Non-elected Board Members shall serve a term of three years.

### **4.4 – QUORUM AND VOTING OF THE BOARD OF DIRECTORS**

4.4.1 – A quorum of the Board of Directors for purposes of voting shall be fifty (50%) percent of the Board of Directors plus one (1). No member of the Board of Directors shall have more than one (1) vote. A simple majority of the legal votes cast by members of the Board of Directors present at a meeting shall be necessary for the conduct of its business unless otherwise specially provided for in these By-Laws.

### **4.5 – MEETINGS OF THE BOARD OF DIRECTORS**

4.5.1 – The Board of Directors shall meet from time to time as required in order to conduct the business of the Corporation, but at least annually. Written or electronic notice shall be received by each member of the Board of Directors for each meeting at least ten (10) days in advance, the said notice to be sent electronically or by regular mail. In addition to the annual meeting of the Board of Directors, special meetings may be called at any time either by the President or by at least three (3) members of the Board of Directors. These special meetings may be conducted electronically.

#### **4.6 – INFORMAL ACTION**

4.6.1 – Any action which may be taken at a full meeting of the Board of Directors may be taken without the said meeting, if a consent or consents in writing setting forth the action are signed by a quorum of the Board and are filed with the Secretary of the Corporation.

#### **4.7 – WAIVER OF NOTICE**

4.7.1 – Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### ***ARTICLE 5 – COMMITTEES***

#### **5.1 – STANDING COMMITTEES OF THE CORPORATION**

5.1.1 – This Corporation shall have certain standing committees, the said committees and their respective functions to be as follows.

##### **5.1.2 – Major Workshops Committee**

5.1.2.1 – The Major Workshops Committee shall organize and supervise the running of major workshops.

##### **5.1.3 – Mini Workshops Committee**

5.1.3.1 – The Mini Workshops Committee shall organize and supervise running of mini workshops.

##### **5.1.4 – Posters Committee**

5.1.4.1 – The Posters Committee shall organize and supervise running of a poster session.

##### **5.1.5 – Proceedings Committee**

5.1.5.1 – The Proceedings Committee shall supervise the publication or publications of proceedings of the Corporation.

##### **5.1.6 – Communications Committee**

5.1.6.1 – The Communications Committee shall publish *Abstracts* together with any other publications.

##### **5.1.7 – Membership Committee**

5.1.7.1 – The Membership Committee shall keep membership records and handle distribution of the *Proceedings* as well as perform other duties as prescribed by the Board of Directors.

### **5.1.8 – Nominations Committee**

5.1.8.1 – The Nominations Committee will be a standing committee made up of the four Members-at-Large, the President and President-Elect (when applicable) or Past-President (when applicable) and the Elections Officer. The committee will present a slate of nominees for officers of the ABLE Board to the membership. The Chair of this committee will oversee the election of said candidates and communicate the results to the membership.

## **5.2 – MEMBERSHIP ON COMMITTEES**

5.2.1 – Members of standing committees shall be appointed by the Board of Directors.

5.2.2 – President and President-Elect of the Corporation shall be ex-officio members of all committees of the Corporation.

5.2.3 – All committee Chairs serve renewable three-year terms.

## **5.3 – ADDITIONAL COMMITTEES**

5.3.1 – Additional committees of the Corporation may be designated from time to time by the Board of Directors of the Corporation, which shall delegate to the said committees such responsibilities as it shall decide.

## ***ARTICLE 6 – OPERATIONS OF THE CORPORATION***

### **6.1 – FISCAL YEAR**

6.1.1 The fiscal year of this Corporation shall run from July 1 to June 30.

### **6.2 – EXECUTION OF CHECKS AND DRAFTS**

6.2.1 – All checks, drafts or other orders for the payment of money or as evidences of the indebtedness of the Corporation shall be signed by the Treasurer, President, or Secretary, or by such other person as the Board of Directors may designate.

### **6.3 – BOOKS AND RECORDS**

6.3.1 – Accurate and complete books and records of accounts shall be kept by the Treasurer. Minutes of all proceedings of the Board of Directors as well as the general membership annual meeting shall be retained by the Secretary of the Corporation. Such records shall be available upon request for inspection by any member of the Corporation at any reasonable time.

## **6.4 – NON-PROFIT OPERATIONS**

6.4.1 – This Corporation shall not have or issue shares of stock. No dividends will be paid and no part of the income of this Corporation will be distributed to any members of the Board of Directors or Officers. The Corporation may, however, pay compensation in any reasonable amounts to any members, Officers, or members of the Board of Directors for services rendered or costs incurred.

## **6.5 – ROBERT'S RULES OF ORDER**

6.5.1 – Robert's Rules of Order (Revised) shall govern all meetings of the Corporation.

## ***ARTICLE 7 – RELEASE FROM LIABILITY AND INDEMNIFICATION OF DIRECTORS***

7.1 – Pursuant to the authority granted under the Pennsylvania Director's Liability Act, Act No. 145, November 28, 1986, by majority vote of the members of this Corporation, the Directors are hereby specifically released from personal liability for monetary damages as a result of any action taken by them, or by their failure to take such action in their capacity as Directors of this corporation, unless any such claim made against the said Directors involve self-dealing, willful misconduct or recklessness, or unless the Directors have breached or failed to perform the duties of his or her office under Section 8363 of 42 P.A.C.S.A. In addition, this Corporation hereby agrees to indemnify all Directors to the fullest extent allowed under this said Act.

## ***ARTICLE 8 – AMENDMENTS***

### **8.1 – ADOPTION AND MODIFICATION OF BY-LAWS BY BOARD OF DIRECTORS**

8.1.1 – To the extent allowed by law, the Board of Directors shall be authorized, by a two-thirds (2/3) majority of the entire Board of Directors, to alter, amend or repeal the within By-Laws.

### **8.2 – AMENDMENT BY MEMBERS**

8.2.1 – In all other cases amendments to the By-Laws shall be adopted by a two-thirds (2/3) vote of the entire Board of Directors. Thereafter, and in said case, the said amendments shall be passed by a two-thirds (2/3) majority of members present at an annual meeting.

***ADOPTION OF BY-LAWS***

These By-Laws are hereby adopted by the Board of Directors this 16 day of June, 1988.

**BOARD OF DIRECTORS**

Karen Morris President

**ATTEST:**

Ann O. Wilke Secretary

## ***HISTORY OF CHANGES TO THESE BY-LAWS***

### **1991**

3.2.1 *Added mechanism for voting.* Annual Business Meeting of June 12, 1991, University of Wyoming Laramie, Wyoming, USA.

### **1992**

2.1.1 *"life members"* added to be consistent with addition of new clauses 2.1.5 and 2.1.5.1. Done by the Secretary on Dec. 5, 1992, but was not approved as an amendment by either the Board of Directors or the membership.

2.1.5 and 2.1.5.1 *Life Membership category added.* Ratified by the Board of Directors on June 2, 1992, and by the membership at the Annual Business Meeting on June 4, 1992, at the University of Nevada, Las Vegas, Nevada, USA.

### **1993**

3.3.3.1 *First Vice-President section added.* Ratified at the Board of Directors' Meeting of June 7–8, 1993, and at the Annual Business Meeting of June 10, 1993, University of Toronto, Toronto, Canada. The new format of the By–Laws, as created and presented by the Secretary (Edward Andrews), was approved by the Board at their meeting of June 7–8, 1993.

3.3.4.1 *Second Vice-President section added.* Ibid.

4.3.1 *Added requirement for eligibility of member for nomination to the Board.* Ibid.

5.1.6 *A Nominations committee added.* Ibid.

### **1994**

4.3.1 *Term defined for non-elected members.* Ratified at the Board of Directors' Meeting of June 6–7, 1994, and at the Annual Business Meeting, June 9, 1994, Emory University, Atlanta, Georgia, USA.

### **1995**

2.1.3.1 *Created Institutional Membership and set fee.* Ratified at the Board of Directors' Meeting of June 5–6, 1995, Purdue University, West Lafayette, Indiana, USA

### **2003**

3.3.5.1 *Deleted charge to Secretary of mailing annual ballot.* Ratified at the Board of Directors' Meeting of June 3–4, 2003, University of Las Vegas, Las Vegas, Nevada, USA

2.5.4.1, 4.3.1 *Added reference to electronic communications.* Ibid.

### **2006**

2.2.2 *Changed term of membership to July 1 – Jun 30.* Ratified by the Board of Directors' Meeting of June 6, 2006, Purdue University, West Lafayette, Indiana, USA.

6.1.1 *Changed fiscal year to July 1 – June 30.* Ibid.

## **2007**

The following changes were developed in a Break-Out session at the annual meeting at the University of Kentucky, Lexington, June 5-8, 2007 unless stated otherwise.

- 2.1 *Added Retiree Membership category, revised statement for Institutional Membership, waived fee for Patron, and reorganized list sequence.*
- 2.2.2 *Specified term of membership is annual.*
- 3.3.5.1 *Added duties to Secretary of updating Board composition and By-Laws documents and obtaining plaque for the annual meeting host.*
- 4.2.1 *Added “appointed members” with example to voting membership on the Board. Motion made at the Board meeting of 2006 (Purdue University) but not passed until the 2007 meeting. Who does the appointing was not defined (see below).*
- 4.5.1 *Added ability of special Board meetings to be conducted electronically, i.e. voting on motions. Motion made at the Board meeting of 2006 (Purdue University) but not passed until the 2007 meeting.*
- 5.1 *Relabeled Workshops Committee the Major Workshops Committee, added Mini Workshops Committee and Poster Committee, redefined Membership Chair as Membership Committee and added duties, added the Elections Officer to the Nominations Committee, deleted statement that slate of nominees would be presented to the membership at the annual meeting (it is presented well before the annual meeting in the electronic election ballot), and replaced “publish” with “communicate” in the way election results are communicated (they are both published and given verbally at the annual meeting).*

The Secretary (Robert Hodson) proposed the following specific change for Board approval along with the 2008 version of the By-Laws.

- 4.2.1 *Defined who determines “appointed members” to the Board (it is the President).*

## **2008**

- 5.2.3 *Defined the term for committee Chairs. Ratified by the Board of Directors’ Meeting of June 3, 2008, University of Toronto Mississauga, Ontario, Canada.*

## **2011**

- 2.1.6.1 *Redefined the meaning of Institutional Membership. Ratified by the Board of Directors via e-mail voting completed on September 26, 2011.*

## **2015**

The following changes were suggested and approved via discussion and voting on the Board of Directors listserv (email).

- 3.1.1 *Added Assistant Treasurer to list of officers.*
- 3.2.1 *Added Assistant Treasurer to officer list and that “The terms of the Treasurer and the Assistant Treasurer shall be concurrent, except when a partial term is needed to fill a vacancy.”*
- 3.3 *Added new subsection 3.3.6.2 to describe the role of the Assistant Treasurer.*
- 4.2.1 *Changed (7) Officers to (8) Officers.*

The following changes were suggested and approved at the annual Board of Directors meeting on June 23, 2015 at Boston University.

2.1.6.1. *Changed the wording, "...member registration fees for annual meetings" to "...the ability to register at the current member rate for annual meetings."*

3.3.3.1 *Added duties of First Vice-President:* Update host guidelines and vendor info document