



BYLAWS

The International Institute for Sustainable Laboratories (I2SL) - Arizona Chapter



APRIL 18, 2015

THE INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES – ARIZONA CHAPTER
[Company address]

**BYLAWS
OF THE
INTERNATIONAL INSTITUTE FOR SUSTAINABLE LABORATORIES (“I²SL”)
ARIZONA CHAPTER**

ARTICLE I

Offices

Section A. Principal Office. The principal office of the International Institute for Sustainable Laboratories (“I²SL” or “Corporation), is located at 2300 Wilson Boulevard, Suite 350, Arlington, Virginia 22201. The Corporation may have such other offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require. The Arizona Chapter (“Chapter”) will use the Principal Office address for the purpose of all sponsorships and donations. For the purpose of local business, The Arizona Chapter will use **[need address or P.O. Box here]**

Section B. Arizona Chapter Office. The Chapter shall **not** have **nor** continuously maintain an office until such time as agreed upon by the Chapter Board of Directors.

ARTICLE II

Board of Directors

Section A. Directors. The Chapter shall be constituted and governed by a Board of Directors comprised of four (4) officers, five (5) directors, and up to four (4) additional directors.

Section B. Annual Meeting. There shall be an Annual Meeting of the Corporation, to be held at a time and upon such notice as the Corporation Board of Directors sees fit. Any agenda for the Annual Meeting shall be set by The Founding President/Executive Director and with the

input of the Corporation Board of Directors. At least one (1) representative of the Chapter Board of Directors **[shall]** attend the Annual Meeting.

ARTICLE III

Board of Directors Responsibilities

Section A. General Powers. The Officers of the Chapter shall supervise, manage, and control the affairs of the Chapter in consultation with the full Board of Directors (“Board”). The Board shall be responsible for, but its responsibilities are not limited to, filling any vacancies on the Board, finances of the Chapter, and entering into contracts on behalf of the Chapter.

The Board shall set the agenda for the Chapter membership meetings and have responsibility for the financial sustainability of the Chapter.

Section B. Number, Tenure, and Qualifications. The Board of Directors of the Chapter shall be the founding officers and directors named in the **[Articles of Incorporation]** and up to four (4) additional directors. The Board of Directors shall appoint a Program Director and a Membership Director, whose special duties and responsibilities are detailed in Section E & F respectively, of this Article. All Founding Directors will have life-long appointments unless they voluntarily resign or are unanimously voted off the Board. All other Board directors shall have tenure of no less than two (2) years and no more than six (6) years. Directors can be re-appointed for a second six-year term if approved by a majority vote of the Board. **[Add language related to professional qualifications – i.e. professional member, in good standing, with experience related to the principles of sustainable laboratories and high-technology facilities, from design to engineering to operation.]**

Section C. Meetings. A meeting of the Board shall be held **[monthly, quarterly, semi-annually, or annually]** with written notice to, and agreement by, the Board. The Board may

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provide by resolution the time and place, either within or beyond the State of Arizona, for the holding of additional meetings of the Board, or that the meeting be held by conference call or in another manner in which all **[or the majority of]** directors can participate in such meeting.

Notice of such additional meeting shall be given in accordance with Section H of this Article.

Section D. President/Executive Director, Vice President, Treasurer, and Secretary.

The Founding Officers shall be the President/Executive Director to preside over the Board of Directors, the Vice President, the Treasurer, and the Secretary to serve as stipulated in these Bylaws. The tenure of each Founding Officer shall be life-long unless voluntarily resigned or removed as in Section B. Successors to each post will be appointed by the full Board to serve one-year terms **[or other tenure]** unless otherwise stipulated. Said appointment shall be made at the time of the **[monthly, quarterly, semi-annually, or annually]** meeting of the Board, or, in the event of a vacancy in any post, at any duly convened meeting of the Board following the occurrence of the vacancy.

Section E. Program Director. The Program Director shall exercise oversight of the **[educational events]** of the Chapter. The Program Director shall also perform the duties incident to the office of Program Director and such other duties as may be assigned by the President or by the Board of Directors.

Section F. Membership Director. The Membership Director shall exercise oversight in the recruitment of new members of the Chapter. The Membership Director shall also perform the duties incident to the office of Membership Director and such other duties as may be assigned by the President or by the Board of Directors.

Section G. Additional Meeting. Any action which is required to be taken and having the written approval of all Board officers, or which may be taken at a meeting of the Board of

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Directors, may be taken without a meeting if notice is given to all Directors and if there is consent in writing and signed by at least two-thirds of the Directors.

Section H. Notice. Notice of any additional meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by e-mail to each Director at his/her address as shown by the records of the Chapter, or by any means of oral communication including telephone. Notice shall be deemed delivered via e-mail when the e-mail is sent and when no evidence is provided of a failure of delivery. The Directors have the authority to waive the meeting notice clause in the event that the Board of Directors is needed to gather and advance notice is not possible. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

However, if the Board needs to transact some important business on an urgent basis and it cannot get proper notice for a meeting (i.e., 5 days) then a Director can waive the right to have proper notice to allow us to vote on the issue.

Section I. Quorum. A majority of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that at least [2 or 3] of the 4 officers are present at the meeting, and provided that if less than a majority of the Board of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section J. Manner of Acting. The act of a majority of the Directors present at a meeting, at which a quorum of the Board is present, shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section K. Vacancies and Removal. The Founding Members are life-long directors unless they voluntarily resign or are removed as in Article III, Section B, and may be reappointed after a temporary resignation by the full consent of the Board of Directors. All non-Founding Directors of the Board are appointed by the Board and may be removed by a majority vote of the Board.

Section L. Compensation. Directors shall not receive any salaries or fees for their services as Directors, but may be reimbursed for travel or other expenses, as funds are available. Directors may serve the Chapter in other capacities and receive compensation for those services, which may include, but not limited to, education, training, lectures and technical assistance, or consulting support.

Section M. Voluntary Retirement. Any Director may resign or retire at any time by notifying the President or the Secretary in writing. Such resignations or retirements shall take effect at the time specified by the written notification of resignation or retirement.

Section N. Attendance. Any or all Board directors may participate in any meeting of the Board or a committee of the Board, and such participation shall constitute presence at the meeting.

Section O. Committees of the Board. The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees of the Board comprised of Board Directors or non-Board participants, specifically I²SL members (see Article V, Section A).

Section P. Research Organizations Affiliated with I²SL. The Chapter will rely upon independent organizations to provide research and technical capabilities as agreed by the majority vote of the Board. The Chapter may provide funding to or receive funding from any organizations through grants and contracts for work critical and relevant to the mission of the Chapter. The Chapter may also provide administrative management support to these organizations for negotiated fees as deemed reasonable by the officers.

ARTICLE IV

Officers

Section A. Officers. The officers of the Chapter shall be the President/Executive Director, the Vice President, the Treasurer, and the Secretary, each to have such duties or functions as are provided in these Bylaws. There shall be at least three (3) **[four (4)]** officers at all times. The Board of Directors may recommend additional officers or assistant officers as determined necessary by the Board. In the event of a vacancy, the Board may appoint one of their Directors to serve in the vacancy on an interim basis until the next meeting of the Board of Directors during which the new officer is approved.

Section B. Election and Term of Office. Founding Directors may serve as the individual officers of the Chapter until and unless one voluntarily resigns. In the event of a voluntary resignation, the resigning officer shall hold office until the Board has duly appointed an interim or permanent successor at the next regularly scheduled meeting. The Board may remove any officer or agent appointed by the Board of Directors whenever in its judgment the best interests of the Chapter would be served thereby.

Section C. Resignations. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect upon the appointment of an interim or

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permanent successor. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. **[A resigning Founding Officer may remain on the Board as a director, by majority vote of the Board, and providing doing so does not exceed the maximum number of directors stipulated in these Bylaws (Article II, Section A)]**

Section D. Vacancies. A vacancy in any office because of resignation, removal, disqualification or otherwise, will be filled by the Board for the unexpired portion of the term.

Section E. President/Executive Director. The President/Executive Director of the Board of Directors shall preside at all meetings of the Board of Directors. The President/Executive Director of the Board of Directors shall see that all orders and resolutions of the Board of Directors are carried into effect. The President/Executive Director shall execute all contracts, deeds, certificates, bonds, or other obligations authorized by the Board and sign records or certificates required by law or by order of the Board of Directors. Contracts for services that the President/Executive Director wishes to enter into with a value greater than **[\$5,000 or other dollar amount]** require majority Board approval before being undertaken.

The President shall be responsible for the day-to-day operations of the Chapter, including, but not limited to: (1) hiring, directing and discharging all agents and employees and fixing their salaries; and (2) representing the Chapter and negotiating with third parties on behalf of the Chapter. The hiring and firing of employees, the execution of any contracts with third parties and any other acts that will significantly affect the Chapter shall be subject to the final approval of the Board of Directors. The President shall be the principal operating officer of the Chapter and shall in general supervise the day-to-day affairs of the Chapter, subject, however, to the advice and opinions of the Board. The President shall be a director on the Board of Directors. He/she shall perform such duties as are provided in these Bylaws and as are delegated

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to him/her by the Board of Directors. He/she shall have charge of publications, records, property, correspondence and daily activities of the Chapter and shall report regularly thereon to the Board. The President shall perform such other duties as may be prescribed by the Board of Directors. Such duties may also be delegated by the President/Executive Director to other directors upon majority approval of the Board of Directors.

The Executive Director shall be hired by the Board of Directors. **[The Executive Director shall be an employee of the Chapter.]** The Executive Director shall perform such duties as may be assigned by the Board and/or the President of the Board. **[The Executive Director shall be compensated at a level approved by the Board of Directors.]**

Section F. Vice President. The Vice President of the Board of Directors shall fulfill the duties of the President in the event of his/her temporary absence or incapacity. The Vice President shall be a director on the Board of Directors. The Vice President shall perform such other duties as may be assigned by the Board.

Section G. Treasurer. The Treasurer shall exercise oversight of the financial accounts of the Chapter. The Treasurer shall be a director on the Board of Directors. The Treasurer shall also perform the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

Section H. Secretary. The Secretary shall record and/or approve the minutes of the meetings of the Board of Directors, ensure that all notices are duly given in accordance with these Bylaws or as required by law, and ensure the maintenance of Chapter records including current membership lists. The Secretary shall be a director on the Board of Directors. The Secretary shall also perform the duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

ARTICLE V

Membership

Section A. Membership. Upon approval by the Board of Directors, the Chapter shall establish a membership program for individual professionals. The membership benefits and requirements will be made publically available. **[Add membership conditions here. I.e. it is on a voluntary basis, it is by approval of the Board, Chapter membership is automatic for all Arizonans that pay membership dues to I²SL, etc.]**

Section B. Membership Dues. Upon approval of the Board of Directors, the Chapter may establish a dues program as a condition of Chapter membership. The benefits and obligations to I²SL and the Chapter shall be made publically available [i.e. attendance requirements, voting rights, etc.]. At the Founding of the Chapter, membership dues are \$0/annum, however, the Board of Directors encourages Chapter members to join I²SL.

[Section C. Membership Meetings. Upon approval by the Board of Directors, the Chapter shall hold publically announced membership meetings. Education Days, training seminars, technical lectures, and social gatherings may constitute, or be considered, a membership meeting.]

ARTICLE VI

Miscellaneous Provisions

Section A. Contracts and Other Documents. Upon approval of the Board of Directors, the Officers, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Director of the Board to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section B. Chapter Credit Card, Checks, Drafts, Loan, Etc. All invoices, drafts, loans or other orders for the payment of money to the Chapter, notes or other evidence of indebtedness issued in the name of the Chapter, shall be signed by the President/Executive Director, or with the President/Executive Director's written approval, officers or agents of the Chapter and in such manner as shall be determined by the Board. In the absence of such determination, such instrument shall be signed by the Treasurer or by the legal representative of the Chapter. **[The President/Executive Director shall maintain control of the I²SL Arizona Chapter credit card to use for Chapter business, upon agreement of the Board. Consider including language requiring the President/Executive Director to provide records of credit transactions to the Treasurer.]**

Section C. Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter by the Corporation ("I²SL") in such banks, trust companies or other depositories as the Board of Directors of the Corporation may select.

Section D. Gifts. The Board may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purpose or for special purposes of the Chapter.

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Articles of Incorporation, or by the District of Columbia Non-Profit Corporation Act, a waiver thereof 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 VII

Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board, and shall keep a record giving the names and addresses of the Board of Directors. All books and records of the Chapter may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Annual Audit

The Corporation shall continue to ensure that a certified public accountant prepares the annual tax reports to the Internal Revenue Service [**on behalf of the Chapter**] and advises the Board of Directors of its financial responsibilities.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each calendar year unless otherwise determined by the Board of Directors.

ARTICLE X

Indemnification

To the fullest extent provided by law of the District of Columbia, the Corporation shall indemnify any person who was or is a member of the Board of Directors or officer of the Corporation against any liability arising by virtue of such person's position with the Corporation. Volunteers, including, as applicable, Committee members, shall be immune from civil liability pursuant to D.C. Non-Profit Corporations Act, § 29-301.113.

ARTICLE XI

Amendments to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors consistent with the requirements of [**Arizona**] law, and provided, however, that the initial Bylaws of the Chapter adopted by the Founding Board of Directors shall be in effect until such alterations occur.

I certify that the foregoing Bylaws of the International Institute of Sustainable Laboratories (“I²SL”), Arizona Chapter, were approved and adopted for the Chapter by its Board of Directors at a meeting of the Board of Directors held on [**date to be supplied upon Board approval**].

Anthony J. Benenati
Founding Secretary, I²SL Arizona Chapter
[Month, Day, Year]