

BYLAWS
OF
THE AMERICAN ASSOCIATION OF IMMUNOLOGISTS, INC.

ARTICLE I. *Name*

The corporation shall be called The American Association of Immunologists, Inc. (AAI).

ARTICLE II. *Purpose*

The purpose of AAI shall be to advance knowledge of immunology and related disciplines, to foster interchange of ideas and information among investigators in the various disciplines and to promote an understanding of the field of immunology.

ARTICLE III. *Members and Dues*

SECTION 1. *Classes of membership.* The classes of membership shall be Active, Emeritus member, Honorary, Trainee, Sustaining, and Corporate Associate.

SECTION 2. *Active Members.* Any qualified person engaged in the study of immunology and who supports the mission of AAI can be recommended for active membership by a member of the AAI.

Applications shall be on official AAI application forms furnished by the Executive Director and must be accompanied by curriculum vitae and a list of publications. The membership committee shall determine eligibility of applicants and recommend qualified applicants to Council. The Council shall approve new members.

SECTION 3. *Emeritus Members.* An active member of AAI, upon retirement because of age or disability, may elect to accept the status of Emeritus member. As such, he/she shall retain voting privileges without payment of membership dues. He/she may receive *The Journal of Immunology* at membership rates if he/she elects to purchase it. An Emeritus member shall have the option of receiving the benefits to which active members are entitled upon payment of fees set by Council.

SECTION 4. *Honorary Members.* Council may choose for Honorary membership persons of exceptional achievement in the field of endeavor of this Corporation. In general, candidates for Honorary membership should reside outside the U.S. and not already be members. However, exceptions can be made at the discretion of Council.

Honorary members shall have all the privileges (e.g. voting, service on committees) of active members without payment of dues. However, if the Honorary member wishes to receive the benefits to which active members are entitled, an appropriate payment will be required as set by Council.

SECTION 5. *Trainee Members.* Individuals engaged in training may be considered for

trainee membership for a period not exceeding eight years. Such members have no vote. The rules for eligibility, the benefits to which such members shall be entitled, and the fees which such members shall be obligated to pay shall be approved by the membership at the annual business meeting.

SECTION 6. *Sustaining Members.* Individuals who have an interest in promoting the aims of AAI may be invited by the President, with approval of Council, to become a sustaining member.

SECTION 7. *Corporate Associate Members.* Corporations and other groups that have an interest in promoting the aims of AAI may be invited by the President, with the approval of Council, to become a corporate associate member.

SECTION 8. *Resignation.* A member may resign from membership by submitting a letter to the Executive Director.

SECTION 9. *Forfeiture of Membership.* Membership shall be automatically forfeited for failure to pay dues for three years.

SECTION 10. *Reinstatement of Membership.* Council may reinstate a member if an acceptable explanation is submitted and all indebtedness to AAI is liquidated. Payments of such indebtedness may be waived by unanimous vote of Council if circumstances justify such action.

SECTION 11. *Expulsion of a Member.* If two-thirds of Council votes that the best interests of AAI require the expulsion of a member, the Executive Director shall notify that member in writing of the charges. Council shall allow a reasonable time for the presentation of his/her defense before acting. Upon recommendations of two-thirds of Council, the Executive Director shall send a notice of the decision to each active member at least six weeks before the next annual business meeting. At this meeting the Secretary-Treasurer shall, on behalf of Council, propose the expulsion; and on a two-thirds vote of the members present, the member shall be expelled, his/her dues for the current year shall be returned, and he/she shall cease to be a member of AAI.

SECTION 12. *Dues.*

A. Annual dues, upon recommendation of Council, shall be determined by a majority vote at the annual business meeting.

B. New members are entitled to the privileges of membership only after payment of dues.

C. The dues year shall be from January 1 to December 31.

D. Dues are delinquent on July 1. A member who has not paid the current dues by July 1 shall be suspended. If the member has not resigned or been reinstated within three years, his/her membership will be forfeited.

E. The fiscal year shall be from January 1 to December 31.

F. Assessments.

(1) Council may, by a four-fifths vote of the membership of the Council, vote to assess the membership.

(2) At an annual business meeting the membership may, by a two-thirds vote of those present, vote approval for an assessment.

(3) The membership may not be assessed above the regular dues more than once each fiscal year.

ARTICLE IV. *Officers and Election*

SECTION 1. *Officers.* The Officers of AAI shall be a President, a Vice-President, a Secretary-Treasurer, and the Immediate Past President.

SECTION 2. *Duties of Officers.*

A. All officers shall promote the objectives of AAI and perform the duties defined in the parliamentary authority, these bylaws, other rules of AAI and those assigned by action of Council or AAI.

B. The President:

(1) Shall preside at all meetings of Council and the Corporation.

(2) Shall make all committee appointments, in consultation with Council, that are not otherwise provided for in these bylaws.

(3) Shall be an ex-officio member of all committees.

(4) Shall plan and preside over the Annual Presidential Symposium in the year of his/her presidency, present the annual AAI awards and give the Presidential Address at the annual meeting.

(5) Shall automatically become the immediate Past President at the beginning of the next term.

(6) May cast the decisive ballot in the case of a tie vote.

C. The Vice-President shall substitute for the President when necessary. If both the President and Vice-President are unable to serve, the senior Councillor shall temporarily assume the duties of President.

D. The Secretary-Treasurer:

(1) Shall serve as chair of the finance committee and, as such, shall have responsibility for the fiscal integrity of AAI in concert with the Executive Director, and shall perform such other duties as the President and Council may assign.

(2) Shall review with the finance committee the annual budgets prior to the beginning of the fiscal year.

(3) Shall prepare a summary of the most recent audit and a report of AAI's current financial status. This information shall be shared with the membership at the annual business meeting and published in the *Newsletter* following the business meeting.

(4) Shall review and sign minutes of Council meetings and the annual business meeting.

SECTION 3. *Term of Office.*

A. The President and the Vice-President shall serve for a term of one-year or until their successors are elected.

B. The Secretary-Treasurer shall serve a three-year term and may be nominated for a second three-year term.

C. Councillors shall serve four-year terms and may serve in any other elected office immediately after expiration of their term as Councillor.

D. Terms of office begin on July 1 following election, except the term of the nominating committee which begins the day after the election and ends on the day of the subsequent election.

SECTION 4. *Election.*

The nominating committee shall:

- (1) Receive from the President a list of all elected positions to be filled.
- (2) Actively seek qualified members to be nominated.
- (3) Nominate two active members for each committee position to be filled.
- (4) Request that the Executive Director send a Consent to Serve and Qualifications Form to all nominees following their approval by Council.
- (5) Prepare a slate for the following offices and committees:
 - a. President: The present Vice-President may be nominated for the office of President.
 - b. Vice-President: The Councillor currently serving his/her fourth year may be nominated for the office of Vice President.
 - c. Secretary-Treasurer: May be nominated for a second three-year term with Council approval.
 - d. Councillor: One Councillor will be elected each year. Three nominees will be selected for each position to be filled. The term of office is for four years. Councillors shall represent four different areas of the country.
 - e. Awards Committee: One member elected annually for a three-year term.
 - f. Finance Committee: One member elected annually for a three-year term.
 - g. Program Committee: Two members elected annually for three-year terms. Nominees are chosen to represent different institutions and areas of the country.
 - h. Publications Committee: One member elected annually for a four-year term.
 - i. Nominating Committee: Five members elected for one-year terms. Nominate nine selected candidates from a list of nine different institutions recommended by Council. No more than five candidates may be incumbent members of the committee. Members who have served two years consecutively or non-consecutively are ineligible.
- (6) When directed by the President, select two nominees for each vacant unexpired term of an elected committee member or Councillor.
- (7) Transmit the slate of candidates signed by a majority of the nominating committee to the Executive Director no later than October 31. This slate will be approved by Council and given to the Executive Director for preparation of the final ballot.
- (8) Suggest names of candidates for Council s approval as honorary members.
- (9) The business of the nominating committee may be conducted by electronic communication.

SECTION 5. *Nominations by Petition.* Nominations for officers and elected committee members may be made by a petition signed by twenty-five members of AAI. The petition shall be accompanied by the qualifying information and agreement to serve form attained from AAI office. The form shall be completed and signed by the nominee. The petition and accompanying data shall be received by the Executive Director no later than October 31. The Executive Director will present these names to Council for final consideration.

SECTION 6. *Nominee Responsibilities.*

- A. Nominees shall be active members of AAI at the time of their nomination and throughout their terms.
- B. Nominees shall, upon nomination, submit to the Executive Director a statement that includes their willingness to serve. Council candidates shall submit a brief resume and their qualifications for office.

SECTION 7. *Election Process.*

A. The date of the election shall be set by Council and announced at least six months prior to the election. The election, which shall be held by mail, shall be held no earlier than January 1 nor later than April 30.

B. At least six weeks before the election the Executive Director shall send to each voting member of AAI a ballot which includes names of all those approved by Council and petitioned. Where there is more than one nominee for an office or committee, the names shall be listed in alphabetical order. The ballot shall contain space for write-in names. Included with the ballot shall be the qualifications of each Council nominee.

C. All ballots shall be returned by the date of the election.

D. Election shall be by plurality.

SECTION 8. *Vacancy in Office.*

A. A vacancy in the office of Secretary-Treasurer or Councillor shall be filled by a majority vote of Council until the following election.

B. When a vacancy occurs for a term that extends past the next election the President shall notify the Nominating Committee of the vacancy to be filled.

ARTICLE V. *Meetings*

SECTION 1. *Annual Business Meeting.*

A. An Annual Business Meeting of AAI shall be held at a time and place determined by Council.

B. Members of AAI shall be notified of the meetings of AAI by letter or by publication.

C. The annual business meeting shall be open to all members of AAI.

D. Twenty-five (25) members shall constitute a quorum.

E. Special meetings of the membership may be called only by Council. Fifty (50) members shall constitute a quorum for special meetings.

SECTION 2. *The Minutes.* Minutes of the annual business meeting, a summary of the audited report of the Secretary-Treasurer, and a summary of the meeting(s) of Council shall be published in the *Newsletter*.

ARTICLE VI. *Council*

SECTION 1. *Members of Council.*

A. The Board of Directors shall be called the Council, and Directors shall be called Councillors.

B. The voting members of Council shall be the officers of AAI and four Councillors.

C. The *ex officio* members of Council shall be the Editor-in Chief of *The Journal of Immunology*, the chairs of the publications and program committees, and the Executive Director and, as such, are non-voting. Chairs of other AAI committees may also be asked to attend Council meetings as non-voting members. The President may appoint a non-voting member of Council to be a voting member at any stated meeting of Council at which a quorum of voting

members is not present. Non-voting members may make and second motions or debate, but may not vote. *Ex officio* members have all the rights of any other member unless their rights are specifically limited by the bylaws.

D. The Officers of AAI serve as the Officers of Council.

SECTION 2. *Duties of Council.*

A. Council shall have general supervision of the affairs of AAI between business meetings and shall perform all Council duties listed in these bylaws.

B. Council shall receive the budgets from the Finance Committee and approve them prior to the beginning of the fiscal year.

C. Council shall adopt the report of the auditor.

D. Except for individuals approved by Council, only the Executive Director and the Secretary-Treasurer are entitled to draw on AAI s funds. Such individuals and the Executive Director and the Secretary-Treasurer shall be bonded.

E. Prior approval of Council is required for expenditures in excess of the budget that exceed 10 percent of AAI s general reserves. Similarly, prior approval of the Council is required for redistribution of expenditures within the budget that exceed 20 percent of the budget.

SECTION 3. *Meetings.* Council shall meet prior to the annual business meeting, and at such other times as called by the President or three other voting members of Council. Notice of all meetings shall be received by Council members at least six days prior to the meeting date.

SECTION 4. *Transaction of business.* Council may take action without a meeting if the action is authorized by unanimous written consent of the Councillors.

SECTION 5. *Executive Director.*

A. Council is empowered to appoint and compensate an Executive Director.

B. The Executive Director shall:

(1) Assist Council in carrying on the functions of AAI including the receipt and disbursement of funds under the direction of Council.

(2) Assume the management of AAI s Central Office under Council s general supervision.

(3) Serve as Managing Editor of *The Journal of Immunology*.

(4) Prepare the annual budget of AAI and of *The Journal of Immunology*.

(5) Arrange for the annual audit of all financial records by an independent CPA.

(6) Serve as archivist and be responsible for all official records, archives, and historic material which shall be in reposit in the Central Office.

(7) Be responsible for maintaining the Customs and Procedures Manual as directed by Council. The Customs and Procedures Manual shall detail the current practices and management of AAI, the activities encompassed in the annual scientific meeting, the responsibilities and duties of the Officers, Council, committees, and major employees such as the Executive Director and Editor-in-Chief.

(8) Perform all other duties of the Executive Director listed in these bylaws.

ARTICLE VII: *Committees*

SECTION 1. *Standing Committees.* The standing committees of AAI shall be Awards, Clinical Immunology, Education, Finance, Membership, Minority Affairs, Nominating, Program, Public Affairs, Publications, Status of Women, and Veterinary Immunology. All committees will coordinate their activities with Council, particularly in the area of policy development.

SECTION 2. *Membership of Committees.*

A. Council, President, and Nominating Committee shall take into consideration the geographic location and the ethnic and multi-cultural diversity of the membership when making appointments or selecting nominees.

B. Only AAI members in good standing may be members of committees, and only active members may be Chairs.

SECTION 3. *Additional Standing Committees.* Council may appoint additional standing committees as deemed necessary.

SECTION 4. *Special Committees.* The President, at the direction of Council of AAI may appoint and disband special committees.

SECTION 5. *Committee Chair.*

A. Council shall designate the chair and vice-chair of all committees except the Finance Committee, the Nominating Committee, and special committees appointed by the President. The chairs of the Finance Committee and the Nominating Committee are elected by a vote of the membership. Special committee chairs are appointed by the President. The term of chairs and vice-chairs appointed by Council shall be determined by Council.

B. It is the duty of each committee chair to submit a brief report to the Executive Director forty-five days prior to the fall and spring meetings of Council.

C. All committees shall promote the objectives of AAI and perform the duties defined in the parliamentary authority, these bylaws, other rules of AAI, and those assigned by action of Council of AAI.

SECTION 6. *Conduct of Business.*

A. The quorum for each committee shall be a majority of the committee members.

B. All committees may conduct business by electronic communications or by mail as necessary.

SECTION 7. *Composition and Duties of Committees.*

A. *Awards Committee.*

(1) Three members of the committee shall be elected by the AAI membership, and three members shall be appointed by Council. Members shall serve staggered three-year terms.

(2) The committee shall nominate for Council consideration AAI members eligible for a variety of awards and honors from outside AAI, as well as those sponsored by AAI.

(3) The committee shall explore possibilities and opportunities for the establishment of other AAI awards.

B. *Clinical Immunology and Immunopathology Committee.*

(1) Nine members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall liaise with organizations and AAI committees dealing with

clinical immunology.

C. Education Committee.

(1) Nine members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall:

- a. Plan and coordinate a variety of educational activities and programs of AAI.
- b. Develop informational and educational materials in immunology for the audiences with which AAI wishes to communicate.
- c. Participate in activities and coalitions that foster education in the life sciences.

D. Finance Committee.

(1) Three members of the committee shall be elected by AAI membership, and three members shall be appointed by Council. Members shall serve staggered three-year terms. The Secretary-Treasurer shall chair the committee.

(2) The chair of the Publications Committee and the Executive Director shall be *ex officio* members of the committee without vote.

(3) The committee shall:

- a. Review annually the coordinated budget proposals for AAI and *The Journal of Immunology* prepared by the Executive Director.
- b. Make recommendations to Council concerning annual budgets, reserve funds, and investments of AAI.
- c. Develop plans and generate revenues to fund special scientific and educational activities of AAI.

E. Membership Committee.

(1) Six members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall:

- a. Determine the eligibility of applicants for active membership and submit applications to Council.
- b. Recommend changes in the criteria for membership for consideration by Council.
- c. Solicit applications for membership, analyze current membership for composition and representation, and make any recommendations concerning the above issues to Council.

F. Minority Affairs Committee.

(1) Nine members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall be responsible for generating and developing programs that assure equal treatment of all professional immunologists on the basis of merit.

G. Nominating Committee.

(1) The five members of the nominating committee shall be elected by the membership from a slate of nine candidates prepared by Council on staggered three-year terms.

(2) The nominee receiving the highest number of votes shall be the chairman of the committee. In case of a tie vote, lots shall be drawn.

H. Program Committee.

(1) Six members of the committee shall be elected by the membership of AAI, and six members shall be appointed by Council. Members shall serve staggered three-year terms.

Members shall be chosen to represent different institutions and areas of the country.

(2) The chair is a non-voting member of Council.

(3) The committee is charged with the responsibility for planning and implementing the scientific program to be presented at each annual meeting of the AAI, subject to approval by Council.

I. Committee on Public Affairs.

(1) Nine members of the committee shall be appointed by Council on staggered three-year terms. The Executive Director serves as a non-voting, *ex officio* member. Representatives from other groups with which the corporation may establish public affairs liaison may be appointed as non-voting members of the committee as needed.

(2) The committee shall:

a. Develop a consistent position on policy issues that are relevant to the field of immunology and that impact AAI.

b. Monitor existing and pending legislation, the implementation of public laws and actions by federal executive departments as reflected in proposed and existing regulations and their implementation.

c. Coordinate membership participation in this effort by organizing their responses and activities.

d. Devise ways to educate those in government and the lay-public about the field of immunology.

e. Maintain liaison with the Federation of American Societies for Experimental Biology (FASEB) Public Affairs office and with other organizations whose public affairs goals are consistent with those of AAI s.

J. Publications Committee.

(1) Four members of the committee representing different institutions shall be elected by the AAI membership, and four members of the committee shall be appointed by Council. Members shall serve staggered four-year terms.

(2) The Chair is a non-voting member of Council and an ex-officio member of the finance committee.

(3) The committee shall:

a. Be responsible for management and evaluation of *The Journal of Immunology* and any other official publications of AAI, subject to the general supervision of Council.

b. Review the budget of *The Journal of Immunology*.

K. Status of Women Committee.

(1) Nine members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall be responsible for generating and developing programs that assure equal treatment of all professional immunologists on the basis of merit.

L. Veterinary Immunology Committee.

(1) Six members of the committee shall be appointed by Council on staggered three-year terms.

(2) The committee shall:

a. Be responsible for all issues relating to experimental and domestic animals.

b. Coordinate the activities with other organizations whose goals relate to veterinary

immunology.

ARTICLE VIII. *Publications*

SECTION 1. *The Journal of Immunology*, which is the property and official organ of this Corporation, shall be under the stewardship of the Editor-in-Chief and Managing Editor who shall be responsible to the Publications Committee and Council. The Editor-in-Chief shall be primarily responsible for the editorial affairs of *The Journal of Immunology* and shall collaborate with the Managing Editor, who shall be primarily responsible for the business affairs of *The Journal of Immunology*.

SECTION 2. The Editor-in-Chief is appointed by Council upon recommendation of the Publications Committee for a term of five years. The Editor shall serve an additional term only under exceptional circumstances.

SECTION 3. The Editor-in-Chief shall recommend an Editorial Board for appointment by the Publications Committee.

SECTION 4. The Editor-in-Chief shall be responsible for reviewing the annual budget and for reporting to Council and the membership, no less than annually, on the editorial and financial aspects of *The Journal of Immunology*.

SECTION 5. The Editor-in-Chief is a non-voting member of Council.

ARTICLE IX. *Affiliations*

SECTION 1. The corporation may affiliate itself with other organizations which have purposes consistent with the purposes of AAI. Such affiliations must be approved by the Council and by a majority of members attending a regularly scheduled business meeting of the membership.

ARTICLE X. *Federation Board*

Representation to FASEB -- As a member society of the FASEB, AAI shall appoint two representatives to the FASEB Board of Directors. AAI Council shall ordinarily appoint one new director in alternate years. Directors shall serve terms of four years, with terms commencing on July 1. In agreeing to serve, the appointee must be willing, if elected, to serve as President-elect and in the following year, as President of FASEB (and Chairman of the Board), during his or her third and fourth years of service on the Board. If an AAI appointed Director is unable to attend one or more meetings of the FASEB Board, the President of AAI shall appoint a member of AAI Council to serve as a substitute.

ARTICLE XI. *Indemnification*

AAI shall indemnify an officer, Councillor or member of a duly constituted committee, and may, by resolution of Council, indemnify an employee against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with any claim, action, suit or proceeding to which said person may be a party by reason of affiliation with the AAI; except, however, that there shall be no indemnification in relation to matters in which: (1) the person received an improper benefit in money, property, or services; (2) the act or omission of this person was material to the matter giving rise to the proceeding, and was committed in bad faith or was the result of active and deliberate dishonesty; or (3) in the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful.

AAI may advance expenses to, or may at its own expense, undertake the defense of any officer, Councillor, member of a duly constituted committee, or employee provided: (1) it is so authorized by Council; and (2) reasonable assurance is obtained that the advance will be repaid if it is ultimately determined that the person involved is not entitled to be indemnified by AAI.

Indemnification, as provided for in this Article, shall inure to the benefit of the heirs, executors, or administrators. If any part of this Article shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

The provision of this Article shall be applicable only to any claim action, suit or proceeding arising after the adoption of this Article by Council.

ARTICLE XII. *Parliamentary Authority*

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern AAI in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order AAI may adopt.

ARTICLE XIII. *Dissolution*

Dissolution and Distribution -- Upon lawful dissolution of AAI and after payment of all just debts and obligations of AAI, Council shall distribute all remaining assets of AAI to one or more organizations selected by Council which have been recognized by the United States Internal Revenue Service as exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XIV. *Amendments to the AAI Bylaws*

SECTION 1. Amendments to these bylaws may be proposed by an active member, a

standing committee, or Council. An amendment proposed by a member shall be signed by the member and four other active members before being sent to Council. An amendment proposed by a standing committee shall be signed by all concurring members of the committee and sent to Council.

SECTION 2. Council shall review all amendments and report them to the membership with a recommendation to adopt, not adopt, or with no recommendation.

SECTION 3. The text, rationale, and the recommendation of Council for all proposed amendments shall be sent to the entire membership at least six weeks before a vote may be taken.

SECTION 4. At the Annual Business Meeting, or by mail, an affirmative vote of two-thirds of the members voting, shall be required for adoption.

SECTION 5. Notice of all adopted amendments shall be sent to the membership.