



BYLAWS OF THE AMERICAN ASSOCIATION OF IMMUNOLOGISTS, INC.

As amended March 9, 2026

ARTICLE I. Name

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

ARTICLE II. Purpose

The purpose of AAI shall be as stated in its Articles of Incorporation.

ARTICLE III. Members

SECTION 1. *Classes of membership.* There shall be two (2) classes of membership: voting and non-voting.

(a) *Voting Members.* There shall be three (3) categories of voting members: Regular, Emeritus, and Honorary (the "Voting Members"). Each Voting Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the membership. A member is considered in good standing if all required membership dues are current and paid in full.

- i. Regular membership is available to individuals who are professionally engaged in the study or practice of immunology.
- ii. Emeritus membership is available to Regular members of AAI who, upon retirement because of age or disability, elect to accept the status of Emeritus member.
- iii. Honorary membership may be bestowed upon individuals of exceptional achievement in the field of endeavor of this Corporation.

(b) *Non-Voting Members.* There shall be two (2) categories of non-voting members: Trainee and Associate.

- i. Trainee membership is available to students and individuals engaged in training (for example postdoctoral fellows or clinical residents) related to the study or practice of immunology.

ii. Associate membership is available to professionally engaged scientists in fields adjacent to immunology and to other individuals with an interest in promoting the aims of AAI.

SECTION 2. *Member Dues.*

(a) Dues for all membership categories shall be set annually by the Council and may not be increased by more than five (5) percent in any given year.

(b) New members are entitled to the benefits and privileges of membership only after initial payment of dues.

(c) The Council may, by a majority vote of the Council, vote to propose an assessment of the membership from time to time. Assessments shall be approved by a majority of the Voting Members voting in the presence of a quorum. The membership may not be assessed above the regular dues more than once each fiscal year.

SECTION 3. *Membership Resignation, Forfeiture, and Expulsion.*

(a) A member may resign from membership at any time by submitting written notification to AAI headquarters.

(b) A member may be terminated for nonpayment of dues in accordance with policies established by the Council. Such termination shall not relieve the member from financial obligations that may exist.

(c) A member may be terminated for cause, other than for nonpayment of dues, by a two-thirds vote of the Council, provided that the member shall receive a thirty (30)-day advance notice of his or her opportunity to appear and speak on his or her behalf prior to such termination. Cause shall include, but not be limited to: (i) violation of AAI's Articles of Incorporation, Bylaws, or adopted policies of the Corporation; and/or (ii) engaging in conduct detrimental to AAI's mission or reputation. A member who has been terminated for cause may not reapply for membership for a period of 10 years. After this 10-year period, terminated members may be reinstated by Council if they have rectified the cause of their termination.

SECTION 4. *Annual and Special Meetings of the Members; Quorum.* An Annual Business Meeting of the Members shall be held at a time and place determined by Council. Special meetings of the membership may be called by the Council. Reasonable notice of the date, time, and place of each meeting of the members, whether annual or special, shall be delivered to the members by mail, email, or other forms of electronic communication to the member's last known mailing address or electronic address shown in AAI records.

Twenty-five (25) Voting Members shall constitute a quorum for the transaction of business at the Annual Business Meeting. Fifty (50) Voting Members shall constitute a quorum for special meetings. Meetings of the members may occur via virtual technology without an in-person location if so determined by the Council. In addition to elections, other specific actions which require a membership vote may be taken by electronic transmission vote. The quorum thresholds set forth in this section shall apply to in-person meetings, virtual meetings, and to actions made by electronic transmission vote of the members.

SECTION 5. *Voting.*

(a) AAI Voting Members shall be entitled to vote for members and officers of the Council, and for members of the Leadership Development & Nominations Committee (LDNC), the Finance Committee, and the Awards Core Committee.

(b) Typical annual elections will require at least two (2) nominees for each of the following: President-elect, two (2) At-Large Councilor seats, three (3) LDNC members, two (2) Finance Committee members, and Awards Core Committee members, the specific number to be determined by the Council. Notwithstanding the foregoing, the specific nominees required at each annual election may vary, and in certain years, the slate will include nominees for Treasurer and Secretary.

(c) Nominations for all elected positions shall be made either (i) by the LDNC, pursuant to its policies and procedures, or (ii) by petition. Nominations by petition must be signed by at least twenty-five (25) Voting Members, include the signed consent of the nominee, and be received by the Chief Executive no later than October 31 of each year.

(d) Prior to each annual election, following the process of nominations, AAI shall distribute to each Voting Member via electronic transmission a ballot that includes a competitive slate of all those approved and petitioned, representing the two (2) nominees for each open seat as selected by the LDNC and, if applicable, any petitioned candidates for that seat. Included with the ballot shall be the qualifications of each Council nominee. The ballot shall also contain space for write-in names.

(e) The date of the election shall be announced at least two (2) weeks prior to the start of the election, or the minimum time required by applicable law. The election shall be held no earlier than January 1 nor later than April 30.

(f) Election shall be by a plurality of those voting, provided that the number of Voting Members casting ballots must be at least equal to the number of Voting Members

required to constitute a quorum if the vote were held at the Annual Business Meeting.

ARTICLE IV. *Council*

SECTION 1. *General Powers and Duties.*

(a) The Council is the governing body of AAI, responsible for fiduciary oversight, ensuring that there is no fiscal malfeasance, mitigating legal risk, and working with staff to build strong financial resources to advance the organization's mission with accountability to the membership. The Council authorizes and advances the strategic framework of the organization and ensures the system of governance, including committees, is aligned in its focus and work to the mission and strategic priorities.

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

(c) The Council shall receive recommended budgets from the Finance Committee and approve budgets prior to the beginning of the fiscal year.

(d) The Council shall ensure that the accounts of the organization are audited annually.

(e) Except for individuals approved by the Council, only the Chief Executive, Chief Financial Executive, and the Treasurer are entitled to draw on AAI's funds.

SECTION 2. *Composition and Term.*

(a) The Council shall comprise six (6) at-large Councilors, the five (5) officers of AAI, and the Chief Executive, who shall serve on the Council ex-officio, without a vote.

(b) At-large members of the Council shall serve one three (3)-year term. Terms shall be staggered so that every year, two (2) at-large Councilors are elected. Officers shall serve on the Council concurrent with their respective officer positions.

(c) An individual may serve a maximum of nine (9) years on the Council, including Council and officer positions, and for no more than six (6) consecutive years. Consistent with Section (2)(b), an individual may serve only one three (3)-year term as an at-large Councilor.

(d) All Councilors shall adhere to the AAI Volunteer Code of Conduct.

SECTION 3. *Meetings.* The Council shall meet at least twice per year and at such additional times as called by the President or three (3) other voting members of the Council. Notice of

all meetings shall be provided to Council members at least three (3) days prior to the meeting date.

SECTION 4. *Quorum, Voting, Action without a Meeting.* A majority of the voting Council members shall constitute a quorum for the transaction of business. Any action by the Council requires approval by a majority of members voting in the presence of a quorum. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if unanimous consent approving such action is given in writing or by electronic transmission by all voting members of the Council and such consent is filed in paper or electronic form with the minutes of proceedings of the Council.

SECTION 5. *Resignation and Removal.*

(a) A Councilor may resign at any time by delivering written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.

(b) Any Councilor may be removed, with or without cause, by the affirmative vote of a majority of all votes entitled to be cast by the Voting Members at a membership meeting called for the purpose of removing the Councilor, provided that notice of the proposed removal is included in the meeting notice. A Councilor who is also an officer removed pursuant to this provision will also be removed from his or her officer position.

SECTION 6. *Vacancies.* Vacancies occurring in officer positions shall be filled according to Article V. In the unlikely event that there is a midterm vacancy in the position of at-large Councilor, the Council will, with the input of the LDNC, appoint an individual to hold office until the next election cycle. The replaced position will be elected for the remainder of the term in the coming election cycle.

ARTICLE V. *Officers*

SECTION 1. *Officers.* The Officers of AAI shall be a President-elect, a President, a Past President, a Secretary, and a Treasurer. The Officers shall be elected by the AAI Voting Members. 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. Unless otherwise specified, all officers serve ex officio as voting members of the Council.

SECTION 2. *Term and Vacancies.* The term of office for each officer position shall commence on July 1 following election.

(a) Each position in the Presidential line (i.e., President-elect, President, and Past President) shall be for a term of one (1) year, for a total of three (3) years. An individual may only be elected once to the Presidential line. A vacancy in the office of President-elect or President shall be filled by majority vote of all remaining members of the Council with input from the LDNC. If the vacancy is in the position of President-elect, then the voting members will elect both a President-elect and a President in the subsequent election cycle, such that the appointed individual does not automatically ascend to the President position without election. If the vacancy is in the position of President, a previous President would be eligible to fill the vacancy; provided, however, that such appointed individual does not subsequently proceed to the role of Past President and, instead, that position shall remain vacant for the year, though Council shall appoint a chair of the LDNC.

(b) The Secretary and Treasurer shall each serve a three (3)-year term. Each is eligible to be nominated for a second term. A vacancy in the office of Secretary or Treasurer shall be filled by a majority vote of the remaining members of the Council until the following election. When a vacancy occurs for a term that extends past the next election, the President shall notify the LDNC of the vacancy to be filled.

(c) The Council shall endeavor to fill any vacancy pursuant to this Article V, Section 2, within sixty (60) days. If fewer than sixty (60) days remain in the term, the position can remain vacant. Further, the filling of a vacancy shall not count towards the maximum limit an individual may serve on the Council.

SECTION 3. *President.* The President is the leading representative voice of AAI, speaking on behalf of AAI to external entities and to the AAI community, with the support of AAI staff. The President is the Chair of the Council, shall preside at all Council meetings, and work with the AAI Chief Executive to set Council meeting agendas. The President shall automatically become the Immediate Past President at the beginning of the next term. As such, the President may participate in meetings of the LDNC as an ex-officio, non-voting observer in advance of service as chair of that committee during the subsequent year.

SECTION 4. *President-elect.* The President-elect works alongside the President and Chief Executive to observe and learn the role of President. The President-elect will ascend to the position of President upon the conclusion of the then-President's term.

SECTION 5. *Past President.* The Past President serves on the Council and shall serve as Chair of the LDNC in a non-voting capacity, responsible for overseeing the nominations and elections process. If needed, the Past President will fulfill the President's duties if the President is unavailable.

SECTION 6. *Secretary.* The Secretary is responsible for overseeing AAI's adherence to best governance practices, which shall include conducting a regular review to identify strengths and weaknesses in the governance system and propose to the Council any adjustments as needed. The Secretary also coordinates communication between the AAI Committees and the Council, and serves as the Vice Chair, ex officio, non-voting member of the LDNC.

SECTION 7. *Treasurer.* The Treasurer oversees the financial activities of AAI, which shall include regularly reporting the financial position of AAI and any critical financial concerns to the Council. At least annually, the Treasurer shall provide a general report on AAI's financial status to the AAI membership. The Treasurer shall also serve as Chair of the Finance Committee, ex officio, voting member.

ARTICLE VI. *Chief Executive*

The Council is empowered to appoint and compensate a Chief Executive who shall serve at the pleasure of the Council. The Chief Executive shall supervise and have charge of all of the affairs of AAI, pursuant to the direction and oversight of the Council. The Chief Executive may sign any contracts, deeds, mortgages, and/or other instruments that the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, or by these bylaws, or by law to some other officer or agent of AAI. The Chief Executive shall be responsible to the Council and shall perform such other duties and have such other authority and powers as may be assigned by the Council.

ARTICLE VII: *Committees*

SECTION 1. *Executive Committee.* The Executive Committee comprises the AAI Officers (President, President-elect, Past President, Secretary, Treasurer) and the Chief Executive, who shall serve ex officio as a non-voting member. The Executive Committee shall act between meetings of the Council with all the powers of the Council, except those specifically reserved by the Council or not permitted by law to be delegated by the Council to a committee.

SECTION 2. *Standing and Other Committees.* The Finance Committee and the Leadership Development and Nominations Committee (LDNC) shall be standing committees of AAI. From time to time, the Council may establish or sunset other committees as needed to support AAI activities.

(a) *Finance Committee.* The Finance Committee shall annually review the budget proposals for AAI and make recommendations to the Council concerning annual budgets, reserve funds, and investments of AAI. The committee will consist of six (6) members elected by AAI membership, each serving a single three-(3) year term,

staggered so that two (2) new members join each year. The term of Finance Committee members shall commence July 1 following their election. The Treasurer shall chair the committee.

(b) *Leadership Development & Nominations Committee.* The Leadership Development & Nominations Committee (the “LDNC”) shall be responsible for overseeing the slating and elections process for AAI, which includes creating the competitive slate for all positions that are up for election each cycle. The LDNC will consist of nine (9) members elected by AAI membership from a competitive slate, each serving a single three (3)-year term, staggered so that three (3) new members join each year. The term of LDNC members shall commence July 1 following their election. During their term, an LDNC member may neither serve on another committee nor be nominated or run for Council position. As such, there will be at least a one (1)-year gap between the completion of their term on the LDNC and the beginning of an elected term on Council, if they are nominated and elected. AAI’s Immediate Past-President shall be the chair, and the Secretary shall be the vice-chair of the committee, each to serve ex officio in a non-voting capacity. The AAI President may also observe the LDNC in an ex officio, non-contributing, non-voting capacity.

ARTICLE VIII. *Indemnification*

(a) Unless otherwise prohibited by law, AAI shall indemnify any Council member, officer, any former Council member or officer, any person who may have served at AAI’s request as a director or officer of another corporation, whether for profit or not for profit, and any staff executive of AAI against any and all reasonable expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, or proceeding, whether actual or threatened, civil, administrative, or investigative, including appeals, to which the individual may be or is made a part by reason of being or having been such Council member, officer, employee, or agent.

(b) There shall be no indemnification for taxes or penalties imposed by any government agency or in relation to matters as to which the individual shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to AAI for damages arising out of the individual’s own gross negligence or misconduct in the performance of a duty to AAI.

ARTICLE IX. *Amendments to the AAI Bylaws*

SECTION 1. Amendments to these bylaws may be proposed by any member, whether voting or non-voting, any committee, or the Council. An amendment proposed by a member shall be signed by the member and ten (10) additional Voting Members before being sent to the Council. An amendment proposed by a standing committee shall be signed by all concurring members of the committee and sent to the Council.

SECTION 2. The Council shall review all amendments and report any amendments it approves to the membership with a recommendation to adopt.

SECTION 3. The text, rationale, and recommendation of the Council for all approved amendments shall be sent to all Voting Members at least two (2) weeks before a vote may be taken or, if applicable law requires a longer notice period, the minimum time required by applicable law.

SECTION 4. At the Annual Business Meeting, in the presence of a quorum, an affirmative vote of a majority of the Voting Members voting shall be required for adoption. Acting by ballot conducted by electronic transmission on a stated proposal, an affirmative vote of a majority of the voting members voting shall be required for adoption, provided that not less than the number of voting members constituting a quorum participate in such ballot.

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