

**BYLAWS**  
**OF**  
**THE AMERICAN SOCIETY FOR CELLULAR AND COMPUTATIONAL TOXICOLOGY**

**ARTICLE I – NAME AND PURPOSE**

The name and purposes of the Corporation are set forth in the articles of incorporation.

**ARTICLE II – PRINCIPLE OFFICE**

The principal office of the Corporation shall be designated by the Board of Directors.

**ARTICLE III –MEMBERSHIP**

- (1) For the first year of the Corporation (defined as 12 months from the time of the first meeting of the Board of Directors), the Corporation shall have two types of membership: voting and non-voting. During this time period, the members of the Board of Directors shall serve as the voting members of the corporation. All members are entitled to participate in the programs of the Corporation. Only voting members participate in the election of the Officers and Board of Directors of the Corporation.
- (2) At the second annual meeting of the Board of Directors, or at any subsequent meeting of the Board, Board members may pass a resolution to allow all members of the Corporation to be voting members.
- (3) At such time that the above stated resolution is passed, membership shall entitle members to participate in the programs of the Corporation and to participate in the election of Officers and members of the Board of Directors of the Corporation.
- (4) Any person or organization that subscribes and adheres to the purposes and policies of the corporation may become a member by paying annual dues as set by the Board and recorded by the Secretary.
- (5) A membership will automatically be terminated if a member does not pay the annual dues. In addition, the Board of Directors shall have the right to terminate the membership of any individual or organization if it engages in activities which are not conducive with the interest of the Corporation.

## ARTICLE IV –DIRECTORS

- (1) There shall be only one class of Directors
- (2) The management of the Corporation shall be vested in a Board of Directors which shall be composed of no less than three persons. The Board shall determine the specific number of Directors from time to time.
- (3) Directors are elected annually by voting members of the Corporation. Each Director shall hold office for a minimum term of two years or until a successor is duly elected. Directors may succeed themselves without limitations.
- (4) Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-half of the Directors then serving. Each Director shall have one vote.
- (5) Any member of the Board of Directors may be removed by the vote of the other members of the Board for a substantial cause. Substantial cause shall include failure to participate in the activities of the Board as evidenced, by, among other things, the failure to attend at least three (3) consecutive meetings of the Board.

## ARTICLE V –OFFICERS

- (1) The officers shall consist of President, Secretary and Treasurer and such additional officers as the Board may from time to time appoint. The officers shall be elected annually by the voting members of the Corporation and shall become members of the Board of Directors.
- (2) Officers shall serve a term of one (1) year and until their successors are elected, or until they are removed for cause. Officers may succeed themselves without limitation.
- (3) Any two or more offices may be held by the same person, except the offices of President and Secretary.
- (4) The Officers shall have the authority and responsibility delegated by the Board and as follows:
  - (a) The President shall preside at and conduct all meeting of the Members, Board of Directors and any Executive Committee. The President may sign all contracts and agreements in the name of the Corporation and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors
  - (b) The Secretary shall keep accurate records and minutes of all meetings of the Corporation, make available copies of the minutes of the previous meeting and distribute them in advance of each meeting, cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain the

Minutes Book of the Corporation and a current listing, with phone numbers and addresses.

- (c) The Treasurer shall oversee: the deposit of funds of the Corporation into proper accounts of the Corporation, the recording of all receipts and disbursements from such account(s); the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports.

## ARTICLE VI –MEETINGS

- (1) The Annual Meeting of the Corporation shall be held in the month of October of each year; or at such a time as determined by the Board of Directors.
- (2) Regular meeting of the Board shall be held at the discretion of the President
- (3) Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- (4) All persons entitled to vote at meetings shall have proper notice of the meeting. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.
- (5) At any meeting, a quorum shall consist of fifty percent (50%) of the Directors then serving. A majority vote shall consist of greater than 50 percent (50%) of those attending the meeting.

## ARTICLE VII - COMMITTEES

- (1) The Board of Directors may create such committees with such powers as it deems wise to have. The president shall appoint members to chair and serve on those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or ratified at the next board meeting.
- (2) The Executive Committee shall consist of the President, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee

shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

- (3) The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the Corporation. The President of the Corporation shall appoint members of the standing committees.
- (4) The President of the Corporation or the Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation.

#### ARTICLE VIII – CONFLICT OF INTEREST

Officers and members of the Board of Directors will fill out an annual Conflict of Interest policy statement as established by the Board of Directors.

#### ARTICLE IX – IDEMNIFICATION

The Corporation may indemnify Directors, officers and employees of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

#### ARTICLE X - COMPENSATION

The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

#### ARTICLE XI- FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

#### ARTICLE XII- AMENDMENTS


These bylaws may be amended by a majority vote of the Board of directors provided the proposed amendment(s) has/have been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendments(s).

### ARTICLE XIII: NONDISCRIMINATION

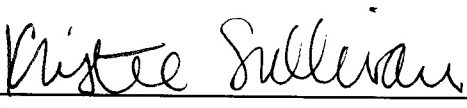
The organizations, officers, directors, employees and persons served by the corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by Board of Directors this 20th day of July, 2010.

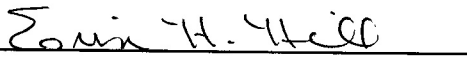
Signatures:

  
\_\_\_\_\_  
President

21 July 2010  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Secretary

3 August 2010  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Treasurer

21 July 2010  
\_\_\_\_\_  
Date