



BYLAWS

ARTICLE I: NAME

The name of the association is the Arizona Biosafety Alliance, hereafter referred to as “AZBA.”

ARTICLE II: MISSION STATEMENT AND PURPOSE

Section 2.1. Mission Statement. AZBA is committed to promoting biological safety and biological security awareness in order to improve the safety and security of the workplace, the environment, and the community.

Section 2.2. Purpose. AZBA is organized and operated exclusively for educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code (as amended) as follows: AZBA is a membership organization with the primary purpose of expanding professional and public awareness of biosafety and biosecurity in the State of Arizona through effective communication and education by 1) promoting the study, evaluation and control of biohazards in the workplace; 2) increasing knowledge and awareness of biosafety and biosecurity issues in Arizona; 3) encouraging interest and knowledge in current and emerging biosafety and biosecurity regulations; 4) fostering and promoting collaborative exchange between and among individuals and/or institutions; and 5) holding meetings for Arizona biosafety and biosecurity professionals to discuss current events and share ideas.

ARTICLE III: ORGANIZATION

Section 3.1. Organization. AZBA is an organization consisting of dues paying adult members. AZBA is an educational group and a registered non-profit corporation within the State of Arizona. AZBA operates on a fiscal year January 1 through December 31. AZBA is governed by a Board of Directors consisting of Executive Officers and, at the discretion of the Board, a designated Member at Large as set forth in Article VII. The Board shall exercise authority over AZBA operating procedures, fundraising, budgets and all other approved organizational functions.

ARTICLE IV: MEMBERSHIP

Section 4.1. Membership. AZBA will maintain a minimum of ten (10) members, five (5) of whom shall be current members of the American Biological Safety Association (ABSA) in good standing. AZBA membership will be drawn primarily from the State of Arizona. All membership information shall remain the confidential property of AZBA and used solely for official purposes. Members are individuals who have paid the annual membership and other applicable fees. There are two types of membership: 1) Full Member and 2) Student Member.

Section 4.1.1. Full Member. Any individual with an interest in biological safety and/or biological security shall be eligible for membership in AZBA as a Full Member. Each Full Member who has paid his or her membership fee shall be eligible to vote.

Section 4.1.2. Student Member. A matriculated student with an interest in biological safety, biological security and/or other related fields shall be eligible for membership in AZBA as a Student Member. Student members shall not have the right to vote or the right to hold elected office. Student members may serve on AZBA committees.

Section 4.2. Membership Period and Expiration. The membership year shall begin on January 1 and end on December 31. No membership shall last more than one year.



Section 4.3. Annual Membership Dues. Annual Membership Dues shall be determined by a majority vote of the Board of Directors and ratified by a majority of AZBA Full Members. Dues are payable on or before an individual may participate in AZBA-related functions. Based on a majority vote by the Board of Directors, individuals may be exempt from paying dues upon a showing of good cause. Membership commences upon payment of Annual Membership Dues; membership terminates at the end of the fiscal year.

Section 4.4. Removal from Membership. An individual may be suspended or removed from membership for not complying with these Bylaws upon a vote of a majority of the Board of Directors. In a situation deemed by a majority of the Board of Directors to be severe, an individual may be suspended for a period determined by the Board or permanently banned from participating in AZBA activities.

ARTICLE V: MEETINGS

Section 5.1. Meetings. Meetings shall be held on a regular basis. Meetings shall be open for attendance to all AZBA members. All meetings shall be conducted in accordance with *Robert's Rules of Order*. A member may vote only once on a particular action. Absentee and proxy votes are not permitted. Except as otherwise provided by these Bylaws, any action authorized by a majority of the votes cast at a meeting of members shall be the act of the members.

Section 5.2. Frequency and Location of Meetings. Meetings will be held at least twice per year. Meetings will usually be held in Phoenix, Tucson, or Flagstaff. Other meetings may be scheduled in other locales within the State of Arizona as well as at the annual ABSA national members meeting. AZBA will provide meeting and location information to the membership via e-mail. Speakers may present topics on biological safety, biological security and/or related issues. An AZBA Executive Officer or designee shall make the arrangements for the programs and speakers at each meeting.

Section 5.3. Annual Business Meeting. The Annual Business Meeting shall be held within the last three months of Fiscal Year. The Board of Directors shall prepare or cause to be prepared a full and current statement of AZBA affairs to include a balance sheet and a financial statement of operations, which shall be presented at the Annual Business Meeting. The members of the Board of Directors shall be elected at the Annual Business Meeting. Business may be conducted at the Annual Business Meeting by those members present without regard to the number or percentage of members in attendance given enough advance notice to the members of the time and place of the Annual Business Meeting.

Section 5.4. Quorum. A majority of the Full Members who are present at a given meeting shall constitute a quorum thereof for the transaction of any and all business of the meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1. Board of Directors. The governing body of the AZBA shall be the Board of Directors. The Board shall be responsible for the supervision, control, and direction of AZBA's business affairs. The Board has the responsibility to furnish appropriate guidance in all AZBA matters and will act on behalf of the membership. It is the responsibility of the Board to review the financial status of AZBA annually to insure appropriate handling of all funds. The Board of Directors also has the responsibility for the final acceptance of new or renewing members.



Section 6.2. Membership. The AZBA Board of Directors shall consist of the following Executive Officers: a President, President-Elect, Treasurer, and Secretary. The Board also may in the exercise of its discretion designate as a member of the Board a Member at Large.

Section 6.3. Term of Office. Each member of the Board of Directors shall hold office for a term of one year, beginning on January 1. A member shall hold office until the expiration of the term for which he or she is elected or until his or her death, resignation, or removal.

Section 6.4. Resignation. Any member of the Board of Directors may resign at any time by delivering a resignation in writing to the Secretary.

Section 6.5. Removal. Any members of the Board of Directors may be removed for cause by a majority vote of the Board of Directors. In addition, a request to remove a member of the Board of Directors may be initiated by any full member of AZBA. The member's request must clearly describe the reason(s) for the proposed removal and must be signed by three Full Members of AZBA. The completed request must be presented to the President, unless the President is the subject of the request, in which circumstance, the request must be presented to the Secretary. The President (or Secretary) will submit the request to a secret ballot of all Full Members within thirty days of receipt. The ballots must be returned and tabulated by the Secretary and at least one Full Member designated by the Board but without the consideration of the member of the Board who is the subject of the proposed removal within the following thirty days. Two-thirds of the Full Members must vote in favor of the request for the removal to occur.

Section 6.6. Vacancies. Upon the creation of a new office, death, resignation, or removal of any member of the Board of Directors, the President shall appoint a member to fill that vacancy upon approval of the Board of Directors by a majority vote. Vacancies will be filled prior to the next scheduled meeting or within 30 days, whichever comes first. The appointee shall serve the duration of the term, and shall have the full rights and responsibilities as an elected member of the Board of Directors.

Section 6.7. Closed Meetings. At the discretion of the Board of Directors, a closed session may be held to transact business of AZBA.

Section 6.8. Action Without Meeting. The Board of Directors may act without a meeting if, prior or subsequent to such action, each Executive Officer consents in writing to such action. Such written consent(s) shall be filed with the minutes of the meeting.

Section 6.9. Meeting by Telephone. The Board of Directors may participate in a meeting by means of a telephone conference or any other means by which all persons participating in the meeting are able to hear and communicate with each other.

Section 6.10. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors may allow voting by telephone or e-mail for specific issues. Proxy voting is not allowed.

ARTICLE VII: EXECUTIVE OFFICERS

Section 7.1. Executive Officers. The Executive Officers shall consist of a President, President-Elect, Treasurer, and Secretary. The Executive Board also may in the exercise of its discretion designate as a member of the Board a Member at Large.



Section 7.2. Duties and Responsibilities. A meeting may be called at any time by the President or by two Executive Officers as the business of AZBA may require. The Executive Officers are responsible for preparing the administrative and capital budget. The Executive Officers are responsible for maintaining fiduciary accountability for AZBA and ensuring that AZBA complies with state and federal law. The Executive Officers are responsible for assisting with the general operations of AZBA.

Section 7.3. President. The President shall preside at all meetings unless the President is not available to participate. The President shall have general supervision of the affairs of AZBA and shall keep the Board of Directors fully informed about the activities of AZBA. The President has signatory authority for AZBA and all contracts authorized by the Board of Directors.

Section 7.4. President-Elect. The President-Elect shall act in place of the President when the President is not available to perform his or her duties. The President-Elect shall act as the liaison between the Board of Directors and all AZBA committees.

Section 7.5. Secretary. The Secretary shall coordinate all duly called AZBA meetings. The Secretary shall be responsible for providing all AZBA notices. The Secretary shall maintain a complete list of members. The Secretary shall keep or cause to be kept minutes of all meetings of the Board of Directors and of the membership, and maintain or cause to be maintained the official AZBA website. The minutes will include the date, place, and time of the meeting, whether minutes of the prior meeting were approved or approved as corrected, individuals in attendance, all motions, relevant points of order, whether motions were approved, and the time of the meeting adjournment. Minutes do not need to be transcripts and as such do not need to attribute specific comments to specific individuals.

Section 7.6. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of revenue and expenses of AZBA, and shall deposit or cause to be deposited all AZBA moneys in the name and to the credit of AZBA in a federally insured and regulated bank or financial institution as designated by the Board of Directors. The Treasurer shall maintain or cause to be maintained an inventory of AZBA assets. The Treasurer shall provide a statement of AZBA's accounts and an anticipated budget for use of remaining funds to the Board at least quarterly and/or whenever requested by any member of the Board or other authorized party. The Treasurer shall at all reasonable times and upon notice exhibit AZBA's books and accounts to any member.

Section 7.7. Member at Large. The Member at Large shall serve as a member of the Board of Directors and in this capacity represent the general membership with reference to issues of interest of the AZBA membership. The Member at Large also may assist the Board with the formation of committees and with special projects, and represent AZBA on occasions other than Board or membership meetings.

ARTICLE VIII: ELECTIONS

Section 8.1. Announcements of Elections. All announcements of elections shall be made in writing, "writing" to include e-mail correspondence, no fewer than 21 days before the election.

Section 8.2. Nominations. All nominations shall be submitted to the Secretary in writing, "writing" to include e-mail correspondence, no fewer than 14 days before the election.

Section 8.3. Annual Election. An annual election shall be held at the Annual Business Meeting. The new Board of Directors will begin its duties at the beginning of the next Fiscal Year.



ARTICLE IX: COMMITTEES

Section 9.1. Committees. The Board of Directors may designate and convene AZBA committees. Such committees shall report to the President-Elect. Committee activities and reports shall be presented to the Board during duly called meetings.

ARTICLE X: COMPENSATION

Section 10.1. Compensation. No part of the net revenue of AZBA shall inure to the benefit of any director, officer, member, or any private individual (except that reasonable compensation may be paid for services rendered to or on behalf of AZBA upon the direction of the Board of Directors), and no trustee, director or officer shall be entitled to share the distribution of any of the assets upon the dissolution of AZBA.

ARTICLE XI: FISCAL YEAR

Section 11.1 Fiscal Year. The fiscal year for AZBA shall be January 1 through December 31.

ARTICLE XII: FINANCIAL

Section 12.1. Income Distribution. Any other provision of these bylaws notwithstanding, the AZBA Board of Directors shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code (as amended).

Section 12.2. Financial Provisions. Any other provisions of these bylaws notwithstanding, the AZBA Board of Directors will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code (as amended) retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code (as amended), make any investments in such a manner as to incur tax liability under section 4944 of the Internal Revenue Code (as amended), or make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code (as amended).

Section 12.3. Financial Policy. All officers and members shall sign and adhere to the AZBA Financial Policy.

ARTICLE XIII: OFFICE AND BOOKS

Section 13.1. Office. The office shall be located at such place as the Board of Directors may from time to time determine.

Section 13.2. Books. There shall be kept a record of accounts, activities, transactions, and meetings of AZBA. All records will be maintained according to federal and state law. Two (2) Full Members of AZBA who are not members of the Board of Directors shall audit all financial transactions at the end of the Fiscal Year.



ARTICLE XIV: CONFLICTS OF INTEREST

Section 14.1. Conflict of Interest. Members of the Board of Directors will make every effort to avoid a situation in which a conflict of interest with AZBA may arise. Any member of the Board will sign and adhere to the AZBA Conflict of Interest Policy. Any member of the Board will disclose any conflict of interest or potential conflict of interest as soon as such a conflict of interest or potential conflict of interest arises. The member of the Board will abstain from any vote that directly relates to said conflict of interest or potential conflict of interest. The Board may vote regarding the conflict of interest of an individual board member and reinstate the member's voting rights in the area of interest.

ARTICLE XV: USE OF NAME

Section 15.1 Use of Name. The Arizona Biosafety Alliance or AZBA name, logo, and other insignia shall not be used for any purpose without the written permission of the Board of Directors, including merchandising, identification, and representation purposes.

ARTICLE XVI: AMENDMENTS

Section 16.1 Amendments. These Bylaws may be amended by the affirmative vote of a majority of Full Members attending a meeting which purpose includes amending these Bylaws. A proposal for amendment must be presented in written form to the Secretary no fewer than 14 days before the date of the meeting. The Secretary then shall be responsible for presenting the proposal to the membership for approval.

ARTICLE XVII: RATIFICATION

These Bylaws shall be ratified, in part or in whole, by the affirmative vote of a majority of Full Members attending a meeting which purpose includes ratifying these Bylaws.

ARTICLE XVIII: DISSOLUTION

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member of AZBA but shall be distributed as the Board of Directors directs in accordance with law, provided, however, that the distribution must be to another nonprofit organization exempt under the provisions of the appropriate section of the Internal Revenue Code.

ARTICLE XIX: CERTIFICATE OF SECRETARY

I hereby certify that the foregoing pages constitute the Bylaws of AZBA that said Bylaws were duly adopted as amended at a meeting of the membership held on and that I am the duly elected Secretary.

AZBA Secretary

1/30/2013

Date