

# **AOAC SUB-SAHARAN AFRICA SECTION BYLAWS**

(As Amended 27<sup>th</sup> March 2018)

Bylaws of the Sub-Saharan Africa Section of AOAC INTERNATIONAL

## **ARTICLE I: Conflict of Bylaws**

In the event of any conflict between the Bylaws of the AOAC Sub-Saharan Africa Section (hereinafter referred to as the "Section") and AOAC INTERNATIONAL (hereinafter referred to as the "Association"), the latter shall prevail.

## **ARTICLE II: Name, Address and Geographical Area Served**

The name by which this Section shall be known is the "Sub-Saharan Africa Section of AOAC INTERNATIONAL".

The geographic area of the Section shall include all 49 countries in Sub-Saharan Africa. These are namely: Angola, Benin, Botswana, Burkina Faso, Burundi, Cameroon, Cape Verde, Central African Republic, Chad, Comoros, Congo (Brazzaville), Congo (Democratic Republic), Côte d'Ivoire, Djibouti, Equatorial Guinea, Eritrea, Ethiopia, Gabon, The Gambia, Ghana, Guinea, Guinea-Bissau, Kenya, Lesotho, Liberia, Madagascar, Malawi, Mali, Mauritania, Mauritius, Mozambique, Namibia, Niger, Nigeria, Réunion, Rwanda, Sao Tome and Principe, Senegal, Seychelles, Sierra Leone, South Africa, Somalia, Sudan, Swaziland, Tanzania, Togo, Uganda, , Zambia and Zimbabwe.  
(<https://www.loc.gov/rr/amed/guide/afr-countrylist.html>)

The address of the Section shall be that of the Secretary, Treasurer, President or President-Elect of the Sub-Saharan African Section.

## **ARTICLE III: Purpose and Objectives**

The Section shall promote and support the purpose and objectives of the Association, "promoting methods validation and quality measurements in the analytical sciences," as stated in the "AOAC INTERNATIONAL Bylaws", Article II, by:

1. Promoting interest and participation in the Association's purpose and programs;
2. Providing a regional focus and forum for the Association and its members and for addressing regional analytical needs;
3. Providing a means of increasing the knowledge and technical skills of analytical scientists especially through seminars, forums, workshops and other similar technical updates;

4. Providing means to improve communications with the Association's membership;
5. Identifying and communicating with appropriate non-member laboratories, organizations, educational institutions, firms and individuals in the region to encourage their participation in Section and Association programs; and
6. Developing cooperative relationships with educational institutions, government, industry and other organizations with an interest in method development and validation.

#### **ARTICLE IV: Membership**

**Section I. Members.** Any interested person shall be eligible for Section membership. However, only current Association members shall be eligible for election to the Section's Executive Committee. The Section Secretary shall maintain a membership list.

Members shall be those individuals who meet the requirements for membership established by the Executive Committee.

**Section II. Privileges of Membership.** All members of the Section shall be privileged to participate in the affairs and activities of the Section and to vote on Section matters.

**Section III. Dues.** The Executive Committee, if any, shall establish dues annually.

#### **ARTICLE V: Officers**

**Section I.** The officers shall be President, President-elect, Secretary, and Treasurer. The officers shall have the responsibility to administer and execute the activities of the Section within the framework of the policies established by the Executive Committee.

**Section II. Eligibility.** The President, President-elect, Secretary, and Treasurer shall be members of the Association and the Section.

**Section III. Terms of Office.** The terms of Section officers shall be for 2 years. No individual can hold more than one elected position within the Section at any time. The term of office will begin with the adjournment of the Section meeting at which they are elected.

#### **Section IV. Duties of Officers.**

1. The **President** shall be the principal executive officer of the Section and shall:
  - a. be responsible for all the business and affairs of the Section between meetings of the Executive Committee and in accordance with its policies;

- b. Shall call regular and special meetings or authorize mail ballots by the Executive Committee as needed;
  - c. Preside at all Executive Committee meetings and at the annual Section Meeting;
  - d. With the approval of the Executive Committee, appoint all committees and designate the Chairman of each, and fill any vacancies occurring herein in accordance with the provisions of these Bylaws; and
  - e. Perform such other duties as are usually pertinent to the office of the President and are assigned by these Bylaws and by the Executive Committee.
2. The **President-elect** shall:
- a. Serve as a primary program planner for the annual Section meeting;
  - b. Perform the duties of the President if the President is absent or cannot serve;
  - c. Perform such other duties as the President may delegate;
  - d. Succeed immediately to the office of President in the event of the President's resignation or death; and
  - e. Succeed automatically to the office of the President at the expiration of his term of office.
3. The **Secretary** shall:
- a. Keep a record of the proceedings of all Section meetings;
  - b. Record and distribute minutes of all meetings of Executive Committee to Committee members;
  - c. Assist the Executive Committee with mailings and related items for the annual Section meeting;
  - d. Maintain an accurate membership roster of the Section;
  - e. Assist the Executive Committee with the conduct of Section elections, including preparation and distribution of ballots for election of officers and the Executive Committee;
  - f. Keep the Association and Sections of the Association informed of updates to Section membership rosters and changes in Section Bylaws;
  - g. Serve as official liaison between the Section and the Association; and
  - h. Prepare an annual report of the actions and activities of the Section for the Association.
4. The **Treasurer** shall:
- a. Have charge of the Section's finances according to the financial guidelines set forth by the Association;
  - b. Be responsible for the collection of dues, registration fees, and other monies due the Section, and for all disbursements approved by the Executive Committee, and keep an accurate record thereof;
  - c. Submit an annual report to the Executive Committee of the Section and to the Association detailing all financial transactions and the financial condition of the Section and Subsections of the Section, if applicable; and
  - d. Submit periodic financial reports to the Executive Committee as the

members of that Committee deem necessary for their information.

## **ARTICLE VI: Executive Committee**

**Section I. Composition.** There shall be an Executive Committee comprised of the Officers of the Section and the immediate Past President. All Executive Committee Members must meet the requirements for voting and membership as stated in Section III below. The Executive Committee may designate members of committees of the Section to be ex-officio members of the Executive Committee. The President shall preside over all Executive Committee meetings.

**Section II. Terms of office.** Terms of office of the Executive Committee shall be 2 Years with the possibility of an additional term if approved by the Board of Directors.

**Section III. Eligibility.** All members of the Executive Committee must fulfill the requirements for membership in the Section and in the Association.

### **Section IV. Duties.**

1. The Executive Committee shall be a standing Committee of the Section and have the responsibility for planning the annual Section meeting, and establishing policies and such other activities necessary to meet the objectives of the Association and the Section as set forth in their respective Bylaws.
2. The Executive Committee shall fill any vacancy occurring among its officers or membership. If the office of President becomes vacant, the President-Elect shall serve for the remainder of the term. Such service shall not affect such person's eligibility to become President of the Section upon adjournment of the next annual Section meeting. If the office of President becomes vacant when the office of President-Elect is also vacant, the Executive Committee shall act to fill both vacancies.
2. The Executive Committee shall have the power to form, expand, or terminate committees or task forces to carry out the purpose and objectives of the Section, except where such changes conflict with these bylaws.
4. The Executive Committee shall oversee the organization and administration of any Subsections of the Section in accordance with Article IX of these Bylaws.

### **Section V. Meetings**

1. The Executive Committee shall hold at least one meeting a year for planning the activities and annual meeting of the Section. Additional meetings may be called as needed by the President or by mutual consent of three members of the Committee with proper advanced notice.

2. A majority of the members of the Executive Committee shall constitute a quorum.
3. If a seated member of the Executive Committee cannot attend a regularly scheduled meeting, he may deliver absentee votes, in writing, to another seated member.

## **ARTICLE VII: The Board of Directors**

**Section I. Composition.** There shall be a Board of Directors comprised of the Officers of the Section and nominated Members, one from each country represented (consisting of more than 20 members) in the Section. Members of the Board of Directors must meet the requirements for voting and membership as stated in Section III below.

**Section II. Terms of office.** Terms of office of the Board of Directors shall be 3 Years with the possibility of an additional term if approved by the Board of Directors.

**Section III. Eligibility.** All members of the Board of Directors must fulfill the requirements for membership in the Section and in the Association.

### **Section IV. Duties.**

1. Determine mission and purpose of the Section. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the Executive Committee of the Section and reach consensus on the Officers' responsibilities. The Board must also ensure that the Executive Committee has the moral and professional support he or she needs to further the goals of the organization.
3. Ensure effective planning. The Board must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
4. Protect assets and provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
5. Build a competent board. The Board for periodically and comprehensively evaluate their own performance and the performance of the Executive Committee.
6. Ensure legal and ethical integrity. The Board must ensure adherence to legal standards and ethical norms.

7. Enhance the organization's public standing and should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

## **Section V. Meetings**

1. The Board of Directors shall hold at least one meeting a year for planning the activities and annual meeting of the Section. Additional meetings may be called as needed by the President or by mutual consent of three members of the Board with proper advanced notice.
2. A majority of the members of the Board shall constitute a quorum.
3. If a seated member of the Board cannot attend a regularly scheduled meeting, he may deliver absentee votes, in writing, to another seated member.
4. All Members of the Board must make reasonable effort to attend all Board Meetings.

## **ARTICLE VIII: Nominations and Elections**

**Section I. Nominations.** The Past President, President-elect, and two additional members appointed by the Executive Committee shall serve as a Nominating Committee to select candidates for President-elect, Secretary, Treasurer or Secretary/Treasurer and Executive Committee members at large.

**Section II. Elections.** The ballots for voting shall be presented to the members, either at the annual Section meeting or by mail, at the discretion of the Executive Committee. Candidates receiving a majority of the votes, either: (a) of the members present and voting at the annual meeting; or (b) received in accordance with the provisions of Section XIII, Voting by Mail Ballot, electronic voting or email, shall be elected to office.

## **ARTICLE IX: Meetings**

**Section I. Section meetings.** The Executive Committee shall schedule and carry out an annual meeting of the Section and such other meetings as desired. There shall be at least one meeting of the Section annually. The Executive Committee shall determine, in advance, the time and the place for each meeting. It may call special meetings as needed upon notice to the members at least 30 days prior to the scheduled meeting date.

**Section II. Scheduling of meetings.** Section meetings should not be scheduled within one month before or after the annual meeting of the Association.

**Section III. Quorum.** A quorum of the Section shall be the larger of 10 or 10% of the Section members attending the regularly scheduled meeting of the Section.

## **ARTICLE X: Fiscal Year**

The Executive Committee as required to meet its operational requirements will

establish the fiscal year of the Section. This fiscal year must consist of twelve consecutive months and correspond to the operational cycle of the Section.

#### **ARTICLE XI: Earning and assets**

The Section operates on a Not-for-Profit basis. Regardless of any provision of the Bylaws which may be construed otherwise:

1. No part of the net earnings of the Section shall under any circumstances inure to the benefit of any member or individual.
2. The Section shall not be operated for a private profit.

#### **ARTICLE XII: Dissolution**

**Section I. Mandatory Conveyance.** In the event of voluntary dissolution of this Section or revocation of its Charter by the Association, and after the discharge of all debts and obligations, any remaining funds and property of the Section shall be conveyed to AOAC INTERNATIONAL. Said conveyance shall be made within sixty (60) days after the Section's debts and obligations have been discharged. The Executive Director of the Association shall be notified, in writing, of said action immediately upon its completion.

#### **ARTICLE XIII: Amendments to the Bylaws**

**Section I. Proposals.** Amendments to these Bylaws may be proposed by action of the Executive Committee or by petition to the Secretary over the signatures of five (5) Section members.

**Section II. Notification.** The Secretary shall provide copies of all proposed amendments as well as any explanations, pro or con, that the Executive Committee deems appropriate, to the members attending the annual meeting of the Section. Proposed amendments to be presented at an annual meeting should be received by the Executive Committee for consideration thirty (30) days prior to the scheduled meeting date. Alternately, the Executive Committee may elect to mail copies and explanations of all amendments with ballots for voting to all members of the Section.

**Section III. Approvals.** A two-thirds vote of the Section members voting on a proposed amendment to these Bylaws shall be necessary for approval.

**Section IV. Board Approvals.** In addition to the two-thirds vote of the Section members, amendments to the Articles shall also require approval of the Association's Board of Directors.

#### **ARTICLE XIV: Voting by Mail Ballot, electronic voting or email**

By direction of the Executive Committee, unless otherwise required by these Bylaws, voting on any matter, including election of officers and amendment of the bylaws may be conducted by mail, electronic voting or email provided in each case, votes of at least 10 members or 10% of the membership, whichever is larger, shall be

received by the closing date for receipt of the ballots by the Section. Any and all actions taken in pursuance of a mail, electronic voting or email vote shall be binding upon the Section in the same manner as would action taken at a duly called meeting.

**ARTICLE XV: Actions of Sections**

No act of the Section or its members shall be considered an act of the Association unless expressly authorized, ratified, or affirmed by the Board of Directors of the Association.

*Amended and approved 27<sup>th</sup> March 2018*