

# BYLAWS

Bylaws for

SCANDINAVIAN SOCIETY FOR LABORATORY ANIMAL SCIENCE - Scand-LAS

The first bylaws were adopted at the annual meeting in Uppsala 1971 March 24.

Revised:	1973-05-15
	1974-04-12
	1977-04-18
	1979-04-27
	1984-06-17
	1994-06-11
	2003-05-24
	2013-04-18

## **§1. Aims and objectives**

The activities of the society are directed towards ensuring the development of laboratory animal science and sound laboratory animal management in the Nordic countries. For these purposes, the Nordic countries are defined as Denmark, Finland, Iceland, Norway, Sweden and the Baltic countries. The latter countries are included on the basis of their historical ties with the other countries around the Baltic Sea.

The Society will aim to:

- co-ordinate issues concerned with laboratory animals in the Nordic countries
- harmonize education and training within the member countries
- improve the state of knowledge about and in laboratory animal science amongst the membership and the public
- continually work for the highest standards of ethical treatment and welfare in the application of laboratory animals, and support the development of common health monitoring systems and other standards
- ensure that only high quality animals are used
- establish and maintain contact with the membership as well as institutions and organisations with responsibility for laboratory animal issues or using laboratory animals
- be responsible for making contacts with and influencing relevant international organisations

To achieve these aims, the Society will:

- arrange courses, seminars, symposia and workshops
- publish the Society's journal, The Scandinavian Journal of Laboratory Animal Science
- maintain and improve contacts with members, institutions and organisations within laboratory animal science

## **§2. Organisation**

Scand-LAS is an organisation consisting of individual members. Membership is not restricted to Nordic citizens.

## **§3. Official language**

The official language of the Society is English.

## **§4. Decision making bodies**

The annual General Meeting, Extraordinary General Meetings, and the Board represent the Society's highest decision-making bodies.

## **§5. Membership and membership dues**

The following categories of membership exist in Scand-LAS

- a) Individual members
- b) Honorary members

Individual and honorary members have one vote each at the Annual General Meeting. Membership is granted by the Board after the recommendation by one other member (individual or honorary). Membership becomes active on receipt of the annual fees. The Board may grant dormant membership status on request. Membership dues are paid annually for the forthcoming year as determined by the preceding Annual General Meeting. Pensioner members pay half dues. Members may apply to the Board for life membership. If granted, life membership will cost either an amount equivalent to 15 times the current annual dues rate, rounded to the nearest 10 € or an amount determined by the Board.

## **§6. Honorary membership and Award of Honour**

Honorary members appointed prior to 1998 are not eligible to pay annual fees. The Award of Honour is awarded by the Annual General Meeting on the recommendation of the Board or individual members. In the latter case, nominations for recipients must first be submitted to the Board. An Award of Honour should be a unique event and only be given to members who have furthered the interests and aims of the Society in an exceptional manner. Award holders have the same financial obligations to the Society as other members.

## **§7. Members rights and obligations**

Individual and Honorary Members.

- have the right to participate in and to be informed of meetings arranged for the membership
- have the right to be informed of the activities of the Society
- shall receive the Society's journal
- shall follow the bylaws of the Society and other constitutionally reached decisions
- shall pay the dues determined by the Society
- shall have no proprietary rights to the assets of the Society in the event of its dissolution

## **§8. Resignation**

A member who intends to resign from the Society must make his/her intentions known in writing to the Board. Resignation will be regarded as immediate. A member who has not paid dues for one business year will be regarded as having resigned his/her membership. Individuals whose membership has expired shall be removed from the membership register having first been informed of the situation.

## **§9. Expulsion**

Expulsion requires a 2/3 majority vote of the Board and may only be used if the member has:

- actively opposed the activities and/or aims of the Society
- clearly injured the interests of the Society
- has failed to make payments due to the Society
- has exploited the resources of the Society, meetings etc for purposes which lie outside the aims and intentions of the Society

## **§10. The budget and planning year**

The Society's accounting year and year for planning purposes is deemed as running from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **§11. The Annual General Meeting**

The Annual General Meeting (AGM) and Extraordinary General Meetings (EGM) represent the Society's highest decision-making bodies. The AGM will be held annually, preferably during May, and should take place in connection with the annual congress and course. Notice of the AGM and congress shall be sent out to the membership no less than one (1) month in advance. The notice shall be accompanied by a report of the activities of the Society, a financial statement verified by the auditors, proposal for activities and budget, diverse proposals from the Board, proposals from the membership together with Board's comments, and proposals from the Nomination Committee.

The agenda for the AGM will include the following:

1. Election of chairman and secretary for the meeting
2. Questions concerning notice of the meeting
3. Election of two keepers of the minutes
4. Roll-call by country
5. Register of proxy votes
6. Presentation of the Board's report
7. Presentation of the Auditors' report
8. Acceptance of financial statement
9. Activity plans and budget for the subsequent period
10. Granting of authority for the Board for the remaining time in office
11. Election of the President every second year or when necessary
12. Odd years: Election of Board Members (including substitutes) for Denmark, Finland and Estonia
13. Even years: Election of Board Members (including substitutes) for Sweden and Norway
14. Election of auditors and substitutes
15. Processing of proposals submitted to the Board no less than 8 weeks prior to the meeting
16. Processing of questions from the Board and Accountant
17. Processing of questions arising during the meeting
18. Determination of membership fee for the coming year
19. Election of the Nomination Committee
20. Announcement of the time and place of next meeting
21. Other proposals to be laid before the AGM

Also non-members have the right to attend the AGM, but do not have the right to be heard, to make proposals or to vote. The AGM may determine to hold a closed meeting. Decisions at the AGM are to be made through open voting unless a ballot is called for.

## **§12. Proposals to the AGM**

Both the general membership and the Board may submit proposals to the AGM. Proposals from the general membership must be submitted to the Board no later than 8 weeks prior to the meeting. The Board shall provide a written comment on such proposals. Issues not included in the agenda may be submitted for debate at the Annual Meeting and must be referred to the Board for consideration. Decisions on such issues will be made either by the Board or at the next Annual Meeting, depending on the nature of the issue.

## **§13. Voting rights**

Members who have paid their annual dues to the Society, together with Honorary Members, have voting and speaking rights at the Annual General Meeting, and may put forward proposals to the meeting. Other individuals invited by the Board may be granted speaking rights. Voting rights are personal. Each member may act as proxy for one (1) other member. Granting of proxy votes must be registered in writing, signed and witnessed.

## **§14. Quorum**

The Annual General Meeting has a quorum when the number of voting members (including proxies) is 10, exclusive of Board members.

### **§15. Voting and elections**

Voting shall be by an open vote (acclamation) or, if called for, by ballot. Elections shall be decided by absolute majority. All members present (plus proxies) vote for the President. Members from non-Nordic countries, or countries without the right to a national Board member, are eligible to vote in the Presidential election.

Odd years: Danish, Finnish and Estonia vote for their respective national Board members.

Even years: Norwegian and Swedish members vote for their respective national Board members.

### **§16. Extraordinary General Meetings**

The Board may call the membership in to an Extraordinary General Meeting (EGM) when necessary.

The Board is obliged to call an Extraordinary General Meeting when:

- it is so demanded by one of the auditors
- it is so demanded by 10% of the total membership

In either case, the Board is obliged within one month to serve notice of an Extraordinary General Meeting within three months of the announcement. At such a meeting, only those issues raised by those demanding the meeting will be addressed.

### **§17. The Board**

The Board consists of a President, elected by the membership, and one ordinary and one substitute member from each of the Nordic countries with a membership representing 2.5% or greater of the Society's total membership. The Editor-in-Chief of the journal is an *ad hoc* member of the Board, but without voting rights.

The Board elects amongst its members a Vice-President, a Secretary and a Treasurer.

The latter position may for practical reasons be held by the same individual.

The President, National Board members and their substitutes hold office for two years.

The Period of Office starts from the Annual General Meeting at which they are elected.

The President and the Board members may hold the same post within the Board for a maximum of three consecutive periods.

The Board has a quorum when at least four members (including substitutes) are duly assembled. In the event of a non-quorum, the President may decide to employ a ballot or a telephone conference. In the case of a tied vote of the Board, the President has a double vote.

The Board's duties are:

- to conduct the business of the Society in accordance with its bylaws and its aims and intentions, and to set in motion decisions of the AGM to plan and carry out the activities of the Society
- to be responsible for and manage the assets of the Society and to administer its finances
- prepare reports of the Society's activities and financial status
- no later than 8 weeks before the AGM, to provide the auditors with accounts and protocols for period
- approve nominations for the post of Editor-in-Chief of the journal
- appoint the Editor-in-Chief of the journal

### **§18. Officers**

The President duties are to:

- represent the Society
- in consultation with the secretariat, give notice of meetings of the organs of the Society
- in consultation with the Board and Executive sub-committee, lead discussions and debate
- distribute tasks amongst members of the Board

The Vice-Presidents duties are to:

- take over the duties of the President in his/her absence

The duties of the Secretary are to:

- be responsible for keeping the protocol of the AGM and the Board Meetings and of the Board's sub-committees
- ensure that the secretariat of the Society is managed according to instructions
- carry out other tasks which in common practice fall within the duties of Secretary
- administer employment of personnel
- maintain a record of the Society's archive

The Treasurer shall:

- ensure that the accounts of the Society are kept in order and are managed according to directives given by the AGM and/or Board

### **§19. Auditors**

Scand-LAS shall have two (2) auditors and substitutes for these.

The auditors shall:

- oversee the Board's management and accounts
- oversee the Scandinavian Journal of Laboratory Animal Science management and accounts
- no later than six (6) weeks before the AGM, deliver an audit to the Board

Auditor(s) have the right to be present and the right to be heard on financial issues at Board meetings, Annual General Meetings and Extraordinary General Meetings.

#### **§20. Temporary delegates and substitutes**

The Board may appoint either for a fixed period or as necessary individuals as temporary delegates to the Board. Such temporary delegates are not eligible to vote but may be granted by the Board the right to be heard and the right to make proposals. Temporary delegates are appointed only for specific issues, for which she/he has the right to be heard and the right to make proposals. Substitute Board members have the right to be present at Board meetings but are not eligible to vote or be heard unless called upon by the President. Substitutes who are sitting in as representatives for Board members or committee members have the right to be heard and are eligible to vote.

#### **§21. Committees and working groups**

For dealing with specific issues, the Board may appoint working groups or committees. Decision-making powers may be delegated to such bodies by the Board. The Board shall be kept informed of all such decisions. Membership of internal Scand-LAS committees should include representatives from each member country, and is determined by the Board. Scand-LAS representatives in national or international committees and organs are appointed by the Board. Representatives do not need to be members of the Board or of a sub-committee, but must be members of the Society.

#### **§22. Minutes**

Minutes will be kept of all meetings and shall include place, time and purpose of the meeting. All decisions will be recorded in the minutes. Minutes shall be checked and adjusted by the chairman of the meeting. Disagreements are to be recorded in the minutes.

#### **§23. The Nomination Committee**

The Nomination Committee, no later than six (6) weeks before the AGM, shall deliver to the Board nominations to the office of President, Board members and Auditors, together with substitutes.

The Nomination Committee is an organ of the AGM and consists of the chairmen from National Nomination Committees. AGM appoints the convener for the Nomination Committee. The convener may hold the post for a maximum of five years.

Each National Nomination Committee is elected by the AGM and consists of 3 members. These committees appoint their own chairmen. The National Nomination Committee collects the nominations in national level and the chairman takes the nominations to the Nomination Committee.

#### **§24. The Journal**

The Scandinavian Journal of Laboratory Animal Science (SJLAS) is the official journal of the Scandinavian Society for Laboratory Animal Science (ScandLAS). The journal is owned and published by the Society. The function of the Journal is to disseminate scientific papers of high quality within Laboratory Animal Science to the community. The Journal will also act as an information source to the membership.

The Editor-in-Chief of SJLAS is appointed by the Board of the Society following a procedure which includes announcement of the vacancy, and invitation of applications for the office, one year in advance at the annual meeting of the organisation. The Editor-in-Chief holds the office for five years with the possibility of re-appointment for a single second period. The Editor-in-Chief holds the responsibilities commonly associated with that office, has the responsibility for the daily affairs of the journal, and is in all editorial respects autonomous. The Board of the Society may censure or remove an acting Editor-in-Chief at its discretion. Only the Board has this authority. As the owner, the Board of ScandLAS has the ultimate responsibility for the budget and accounts for the journal, which should be presented to the Board by the Editor-in-Chief for approval prior to the Annual General Meeting.

The Editor-in-Chief appoints National Editors, one from each member country. National Editors are regularly replaced, one each year, and each National Editor normally serves for 6 years.

The Editor-in-Chief may also appoint others to the Editorial Board. Such *ad hoc* members should represent the highest levels of scholarship in the field of Laboratory Animal Science and may serve for a five year period, with the possibility of re-appointment for a single second period.

The Editor-in-Chief has the power to remove or replace both National Editors and other members of the Editorial Board.

#### **§25. Changes in the Bylaws**

Proposal for changes in the bylaws can be made by any individual member and shall be submitted to the secretariat no later than three (3) months prior to the AGM. Proposals can also be presented verbally to the AGM. Changes to bylaws can only be made at the AGM. Apart from minor editorial changes, revision of the bylaws requires a three-quarters majority of the voters present at one (1) Annual General Meeting.

**§26. Dissolution**

Dissolution of the Society requires a three-quarters majority of the voters present at two consecutive AGM's. On dissolution, the remaining assets of the Society will be converted to a fund and used for grants. A maximum of 20% may be distributed during any year. The final AGM is to appoint an executive committee of three individuals to manage the fund.