

**AAAR Bylaws Proposed Amendments
by the Bylaws Committee and Board of Directors
October 2012**

Article IV: BOARD OF DIRECTORS

Section 3. Meetings.

The annual meeting of the Board of Directors shall be held following each election. Other meetings of the Board of Directors shall be held whenever called by the President or a majority of the voting Directors currently in office.

The Secretary shall give notice of each meeting by verbal or written notification at least five (5) days before the meeting. ~~No notice shall be required as to any Director who shall attend such meeting, and if any Director shall waive notice of any meeting before or after such meeting is held, notice shall not be required as to such Director.~~ The quorum for any meeting of the Board of Directors shall be a majority of Directors.

Section 4. Nomination and Election.

a. Nominating Committee. The Chair of this Committee shall be the Immediate Past President. Prior to the winter Board meeting, the Chair identifies at least two (2) additional Committee members. At their ~~annual-winter~~ meeting, the Board will review and approve the members of the Nominating Committee. Committee members shall appoint a Nominating Committee of at least three (3) members, all of whom shall have been members of the Association for not less than one (1) year at the time of their appointment. ~~The appointment shall specify the chairperson who shall be the Immediate Past President.~~ The members of the Nominating Committee for a given year shall not be eligible for nomination to any elective office during the year in which they serve. The Association shall, ~~promptly upon the appointment of the Nominating Committee,~~ notify the membership of the Association of the composition of the Committee at the time of the call for nominations. Any member of the Association in good standing may suggest to the Nominating Committee, in writing, nominees for Director of the Association and officers-elect.

b. Slate. The Nominating Committee shall prepare a slate of candidates for Directors, and Officers and Working Group Vice Chairs in order to fill all vacancies, ~~which will be created by members who will retire from the Board or as an Executive Officer at the time of the next annual meeting.~~ All candidates ~~for Directors or Officers~~ shall have been members in good standing of the ~~American Association for Aerosol Research~~ for at least one (1) year prior to their nomination. All candidates must consent ~~in writing~~ to serve on the Board of Directors ~~or,~~ as an Executive Officer, or as a Working Group Vice Chair of the Association.

This Committee shall examine the existing Board as to the number of members retiring there from (thereby creating vacancies), and shall note the nature of their employment at the time nominations are made, and the Committee's nominations for replacements in occurring vacancies shall be such as to retain, consistent with Board policies and to the extent practical, a Board which is representative of the current membership. In making nominations, the Committee shall take into account the various interests in the Association such as, but not limited to: industrial firms and manufacturers, educational institutions, scientific bodies and organizations, and physicians, etc.

By six months before the next annual meeting, the Nominating Committee shall send a call for nominations to the membership ~~submit a report to the Board.~~

c. Official Ballot. The Association shall distribute to each voting member an official ballot no later than ninety (90) days prior to the next annual meeting. The ballot shall contain the following items:

- A listing of the nominations for all the vacancies beginning with the succeeding fiscal year.
- A blank, opposite or adjoining the name of each nominee, to enable a member to write in a substitution if he/she wishes to do so.
- A set of standard instructions for voting which the Board shall have established.

d. Campaigning. If more than one (1) candidate is nominated for any office, including Board of Directors, it shall be the policy of the Association that no election campaign of any kind shall be fostered or conducted by or on behalf of any candidate. The ballots shall be accompanied by appropriate biographies prepared by the Nominating Committee and a statement of intent by each candidate. If more than one (1) candidate is nominated for any office, including Board of Directors, the position of such candidates on the ballot shall be determined by the drawing of lots.

No candidate shall knowingly allow any campaigning on his behalf. Such campaign activity, as described in the preceding paragraph, may be considered as sufficient cause for the Board, by a majority of those voting, to declare a candidate to be ineligible for election.

e. Ballot Eligibility and Tabulation. ~~No ballot shall be counted unless it is received at the office of the Association~~ Ballots are considered eligible if they are received by the office of the Association no later than thirty (30) days prior to the next annual meeting. Ballots ~~may~~ are to be submitted by ~~letter or by~~ electronic means approved by the Board that assures the principles of only eligible members voting, one (1) vote for each eligible member and anonymity of votes. ~~All letter ballots shall be verified for eligibility of the voter by comparing the name on the outside of the envelope with the membership list on file, in the presence of the committee of three (3) tellers appointed by the President. The tellers shall remove and destroy all outside envelopes and shall then proceed with the tabulation including electronic ballots, if any.~~

~~At least one (1) of the tellers shall be a member of the Association or an individual designated by name by the President who will certify in writing as to the appropriateness of the chain of custody of the ballots and the accuracy of the tally.~~ The votes are tallied electronically and preserved until the end of the annual meeting. A plurality of the votes cast will decide the election. In case of ties, the election will be decided by lots.

f. Notification. The ~~committee of tellers~~ Association staff shall promptly report the results of the election to the President, who shall notify those elected immediately. The result of the election shall also be announced at the annual meeting. ~~The Board shall be responsible for news releases.~~