



## European Workplace Drug Testing Society

# BYELAWS

Valid from Jan 2017

## 1 NAME

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The name of the society shall be European Workplace Drug Testing Society (the "Society"), abbreviated as EWDTS.

## 2 PURPOSE AND POWERS

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### 2.1 PURPOSE

The aims of the Society are:

To ensure that Workplace Drug Testing in Europe is performed to a defined quality standard and in a legally defensible way, and to provide an independent forum for all aspects of Workplace Drug Testing.

### 2.2 POWERS

The Society shall have all such powers as are provided by law, and these Bylaws, including without limitation the power to hire and discharge employees and consultants; to acquire, own, and dispose of property, including contributions made to it; and the power to do any and all lawful acts necessary or desirable for carrying out the Society's purposes. The Society is not organised for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership or corporation. The Society shall not engage in any activities that are inconsistent with its qualification as a tax-exempt organisation.

## 3 MEMBERSHIP

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### 3.1 CLASS OF MEMBERSHIP

There shall be three classes of membership:

- 1) Active: European Union members, members from the European Economic Area and non-Europeans with a permanent address in Europe who through publications, practices, or activities have demonstrated an active interest in workplace drug testing are eligible to become members with full voting rights
- 2) Non-European individuals who through publications, practices, or activities have demonstrated an active interest in workplace drug testing are eligible to become members but have no voting rights.
- 3) Organisations: The Society can at its discretion confer organisation membership on selected group. The organisations have no voting rights.



Application for membership shall be made to the Society and shall be acted upon in accordance with procedures established by the Board.

### **3.2 RIGHTS AND PRIVILEGES**

European Members shall be eligible to vote on matters described under these Bylaws and are eligible to hold office. Other members and Organisations shall not be entitled to vote or to hold office. Other members and Organisations may attend all meetings, receive all information, and otherwise participate in the affairs of the Society.

### **3.3 DUES**

The dues for each category of membership shall be established by the Board and notified to the members.

### **3.4 RESIGNATION**

Resignation from membership shall be made in writing to the Secretary of the Society.

## **4 MEETINGS OF MEMBERS**

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### **4.1 BUSINESS MEETING**

The Society shall have a business meeting of the members at such time and place as shall be determined by the Board. Members of the Society shall be notified of the time and place of the meeting at least four weeks in advance. In those years when an international scientific meeting of the society is held, the annual meeting will be held in conjunction with this scientific meeting.

### **4.2 ADDITIONAL MEETINGS**

Additional meetings of the members of the Society may be called by the Board or five percent of the members at any time. Members of the Society shall be notified of any such additional meeting at least four weeks in advance.

### **4.3 VOTING**

At any meeting of the membership of the Society, each Active Member shall be entitled to one vote on any matter requiring a vote of the members.

### **4.4 QUORUM FOR BUSINESS MEETING**

At any meeting of the members of the Society, 5% shall constitute a quorum. Unless otherwise required by law, or these Bylaws, the affirmative vote of a majority of the Active Members voting at a meeting shall be necessary for the adoption of any matter.

### **4.5 MATTERS DETERMINED BY MAIL/E-MAIL BALLOT**

In lieu of holding a meeting of the members, the Board may submit any matter to the members for determination by a mail / e-mail ballot. Notice of the matter to be voted upon shall be mailed to every Active Member of the Society, and Active Members shall be provided with at least 30 days to return their votes on the matter to the Society. Unless otherwise required by law or these Bylaws, the affirmative vote of a simple majority of the Active Members voting on any matter by sealed ballot shall be necessary for the adoption of any matter.



## **4.6 ADDENDA TO THE AGENDA**

Five percent of the members may request, in writing, addenda to the agenda within two weeks of the meeting.

# **5 BOARD OF THE SOCIETY**

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## **5.1 COMPOSITION OF THE BOARD**

The affairs of the Society shall be managed by the Board of Directors, which shall be called the Board, composed of:

- 1) The President of the Society
- 2) The Secretary of the Society
- 3) The Treasurer of the Society
- 4) The Immediate Past President of the Society
- 5) Board members (Minimum of four – maximum of 10 members)

The Board will elect the officers from the Board members.

Special Positions appointed by the members of the Board: People with special tasks may be appointed by the Board.

## **5.2 BOARD MEMBERS TERMS OF OFFICE**

All Board members shall serve a term of office of four years, with 50% of the Board requiring election prior to each EWDTS biennial conference. The results of the election will be announced in the course of the conference.

A retiring Board member may seek re-election. The President may serve two consecutive terms.

## **5.3 POWERS OF THE BOARD**

The Board shall have the power of management and supervision of the property and affairs of the Society and all other authority relating to the management of the Society that customarily resides in a corporation's Board of Directors.

## **5.4 NOMINATION AND ELECTION OF THE BOARD**

At least eight weeks prior to any election, any Active Member may nominate qualified nominees by submitting, in writing to the Secretary of the Society or nominee, the name, and written consent to serve of such nominee. Two Active Members shall second such additional nominations in writing before being included on the ballot.

The ballot shall be mailed to all Active Members no less than 30 days prior to any election. Members may vote by mail/e-mail, in which case the Secretary of the Society or another person nominated by the board must receive the ballot no later than the day before the election, or in person. Each Active Member shall have one vote for each Board member position to be filled, but there will be no cumulative voting. The individuals receiving the largest number of votes shall be elected as Board members of the Society, each for a term as specified in Section 6.8.



On the announcement of a Board election new membership confirmation will be suspended until after the closure of the Board election.

## **5.5 RESIGNATION**

Any member of the Board may resign from the Board by notifying the Secretary in writing.

## **5.6 VACANCIES**

Any vacancy occurring in the Board may be filled by a majority vote of the members of the Board then in office, for the remainder of the unexpired term of the vacancy.

## **5.7 COMPENSATION**

Members of the Board shall receive no compensation for their services but may be reimbursed for their agreed expenses incurred in carrying out their duties.

## **5.8 SUCCESSION**

Any member of the Board with the exception of the President shall be eligible for election as a Board member or re-election to the Board as soon as membership on the Board has expired. The President can serve 2 consecutive terms.

## **5.9 TERM OF OFFICE**

The term of office for each Board member of the Society shall last for four years.

# **6 MEETINGS OF THE BOARD**

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## **6.1 NOTICE**

Regular or special meetings of the Board may be held, upon notice to each member of the Board of not less than 14 days.

## **6.2 MEETINGS**

The Board shall hold at least one meeting each year. These may include video and telephone conferences.

## **6.3 QUORUM**

At any meeting of the Board, either regular or special, a majority of the Board members shall constitute a quorum ie one of the three post holders, the President, Treasurer or Secretary, plus three other board members.

# **7 DUTIES OF BOARD MEMBERS**

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## **7.1 DUTIES OF BOARD MEMBERS**

The officers of the Society shall have the following duties:

- 1) The President shall act as the chief executive officer and chief operating officer of the Society and shall preside at all meetings of the Society.
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- 2) The Secretary shall have custody of the records of the Society, keep the minutes of the meetings of the Society and of the Board, supervise elections, send notification of all meetings of the Society and of the Board, and shall be responsible for membership affairs.
- 3) The Treasurer shall keep the Society accounts, prepare annual budgets and fiscal reports, control all funds, and perform all other duties customarily undertaken by the treasurer of a corporation.

The Board members of the Society may delegate appropriate responsibilities to the Administrative Secretary appointed under Section 9.1.

## **7.2 REMOVAL OF BOARD MEMBERS**

Any Board member may be removed, with cause, at any time by a vote of two-thirds of the Board members then in office or two-thirds of the Active Members of the Society, whenever in their judgement the best interests of the Society will be served thereby.

# **8 ADMINISTRATIVE SECRETARY**

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## **8.1 APPOINTMENT**

The Board may appoint an Administrative Secretary and/or a company to assist the Board members of the Society in the administration of the affairs of the Society.

## **8.2 DUTIES OF THE ADMINISTRATIVE SECRETARY**

The Administrative Secretary shall have the duties and authority that are specified by the Board. The Board members and Board may delegate to the Administrative Secretary the responsibility for any action for which a member of the Board has authority unless such authority is non-delegable under these Bylaws.

# **9 COMMITTEES**

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## **9.1 COMMITTEES**

The Board may establish committees as may be deemed appropriate for the objectives of the Society. All committees shall report on their activities to the Board.

## **9.2 APPOINTMENT OF COMMITTEE MEMBERS**

Except where provided otherwise above, the President of the Society shall nominate all members of Standing and Other Committees of the Society. Any member of the Society, in any of the categories of membership, shall be eligible to serve on any committee of the Society. The Board will approve or disapprove committee nominations by a simple majority vote at the First Board meeting. A Board member will chair such committees.

# **10 CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

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## **10.1 CONTRACTS**



The Board may authorise (in writing) any Board member, employee, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. Any contract shall be executed by the designated Board member, employee, or agent. The preferential currency is the Euro.

## **10.2 LOANS**

The Board may in exceptional circumstances authorise loans for specific purposes.

## **10.3 CHEQUES AND DRAFTS**

All cheques, drafts or other orders for the payment of money, issued in the name of the Society, shall be signed by such Board member, employee, or agent of the Society and in such manner as shall be determined from time to time by the Board.

## **10.4 DEPOSITS**

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such depositories as the Board shall select. The funds of the Society shall reside in a financial institution in the European Union.

# **11 GENERAL PROCEDURES**

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## **11.1 AUDITORS**

A certified public accountant or two suitable competent non board members will be employed by the Board to audit the books of the Society for each fiscal year and at such other time or times and for such other periods as the Board may deem advisable, and to furnish reports on such audits and make available an annual report of audits completed.

## **11.2 PROHIBITION AGAINST SHARING IN SOCIETY EARNINGS**

No Board member, employee, or agent of, or person connected with the Society or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Society, except that the Board may employ and pay any person reasonable compensation for services rendered to or for the Society in effecting any of its purposes.

## **11.3 FISCAL YEAR**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

## **11.4 INDEMNIFICATION**

The Society shall indemnify, to the full extent permitted by the laws any Board member, employee, or agent of the Society against expenses actually and necessarily incurred in connection with the defence of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Board member, employee, or agent, except that the Society shall not indemnify such individuals for wilful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Board member, employee, or agent may be entitled under any agreement, vote of the Board, or employee, or agent may be entitled under any agreement, vote of the Board, or otherwise.



## **11.5 INSURANCE**

The Society may purchase for such directors and Board members liability insurance as the Board may from time to time deem advisable.

# **12 AMENDMENTS**

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## **12.1 BYELAWS**

Amendment of Byelaws may be recommended by the Board when it deems necessary for the benefit of the Society. Such amendments will be sent to active members for a majority vote of endorsement.

## **12.2 PROPOSALS**

Proposed amendments to the Bylaws may be sent in writing to the Board at any time by any active member. Any amendment endorsed in writing by 20 active members shall be submitted for a vote of the entire active membership at the next annual meeting of the members. Written / e-mail votes will be allowed.

## **12.3 DURATION AND DISSOLUTION**

### **12.4 DURATION**

The Society shall exist until a proposal for dissolution shall be passed by the Board and the members of the Society.

### **12.5 DISSOLUTION**

Upon the dissolution of the Society, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for purposes related to the purposes in Section 3.1 of these Bylaws to such organisation or organisations.