Bylaws of American Meat Science Association Revised: 2025

ARTICLE I - Name and Purpose

SECTION I. NAME

This organization, an Illinois not-for-profit corporation, shall be known as the AMERICAN MEAT SCIENCE ASSOCIATION (referred to herein as "AMSA" or the "Association").

SECTION II. PRINCIPAL OFFICE

The principal Business Office of the Association shall be located at a site designated by the Board of Directors.

SECTION III. PURPOSE[1]

The purpose of the Association as stated in its Articles of Incorporation is:

To receive and maintain a fund or funds and to administer and apply the income and principal exclusively for educational purposes in furtherance of the following objectives:

a) To promote the application of science and technology and the production, processing, packaging, distribution, preparation, evaluation, and utilization of meat and meat products;
b) To stimulate and provide forums and other media for the exchange, discussion, and dissemination of information and ideas;
c) To develop and sponsor activities designed to promote the adoption of sound and useful research and educational techniques;
d) To promote the coordination of educational, research, development, and service activities in meat science and related areas; and
e) To promote recognition of those engaged in meat science.

Mission

Our mission is to connect a global community of professionals and students to discover, apply and communicate meat science and technology.

Gifts and Funds

AMSA is a non-profit 501(c)(3) organization. All gifts are tax deductible to the extent provided by law. No part of the corporation's funds or income therefrom shall inure to the benefit of any director, officer, or member.

[1] These bylaws supersede and replace any prior AMSA bylaws and, to the extent inconsistent, any organizational documents of a similar nature for all AMSA related committees or divisions, including but not limited to the American Meat Science Association Student Membership, the Development Council and the Intercollegiate Meat Coaches Association.

ARTICLE II – Membership

SECTION I. MEMBERSHIP CATEGORIES

AMSA's membership shall consist of four categories: Professional Members, Emeritus Members, Student Members and Sustaining Partners.

1. Professional Member. Any person who is active in any aspect of meat science or supporting roles within the protein industry; and who evidences interest in supporting the objectives of the Association shall be eligible for consideration to become a Professional Member.
2. Emeritus Member. Any person who has retired from active professional life who has been an active member of AMSA for at least fifteen (15) years shall be eligible for consideration to become an Emeritus Member.
3. Student Member. Any person who is registered in an educational institution and who is actively pursuing candidacy for a degree (Associate or higher) in the field of meat science or one or more of the sciences or branches of technology associated with meat science, shall be eligible for consideration to become a Student Member.
4. Sustaining Partner Member. The Sustaining Partner membership classification is designed for companies, agencies, educational institutions, or associations actively participating in AMSA, and/or which supply goods or services to the meat industry. In its discretion, the Board may create categories of such memberships detailing the various eligibility standards.

SECTION II. MEMBERSHIP APPROVAL

1. An individual can request a Professional or Student Membership through an online application. AMSA staff, with Board oversight, will review the application and determine in its sole discretion whether to accept membership.
2. A Professional Member that is eligible for consideration to become an Emeritus Member can request a change in membership category by submitting a request in writing (via email or letter) to the Board. Following submission, the Board of Directors will approve or deny the request in its sole discretion.
3. Sustaining Partner members are approved by the Board of Directors in its sole discretion.

SECTION III. MEMBERSHIP PRIVILEGES AND BENEFITS

1. Only Professional and Emeritus Members shall be eligible to vote as to any matters submitted to membership for consideration.
2. Only Professional Members are eligible to hold an elected office.
3. All members are entitled to receive copies of all current AMSA materials and publications, some of which may have a cost to the member requesting the material. Back issues may be purchased, if available. Board of Directors minutes are available to any member upon request.

SECTION IV. MEMBERSHIP DUES

Professional, Emeritus, and Student Members shall pay such annual dues as are fixed by the Board of Directors.

SECTION V. SUSPENSION AND TERMINATION OF MEMBERSHIP

1. Financial: Any member whose dues are ninety (90) days past due shall be notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent member forfeits all rights and privileges and may be terminated at the sole discretion of the Board of Directors. Members suspended for non-payment of dues may be reinstated at any time upon payment of the current year's dues.

2. Organizational Core Purpose: Any member that engages in actions which are deemed by the Board of Directors to be inconsistent with AMSA's Mission and Vision or are otherwise disruptive to AMSA may be removed as a member by a majority vote of the Board of Directors, after such member is given a reasonable opportunity to be heard.

ARTICLE III - Officers, Board of Directors, and Committees

SECTION I. OFFICERS

1. Titles. The officers of the Association are a President, President-Elect, Past-President and Treasurer.
2. Qualifications. Officers must be Professional Members of the Association and have previously served on the Board of Directors.
3. Duties. The President, President-Elect, Past-President and Treasurer shall perform the duties usually incumbent upon these offices and such other activities as are necessary to fulfill the objectives of the Association as determined by the Board of Directors and/or as expressed in these bylaws.
4. Election and Term of Office.
   a) The President-Elect and Treasurer shall be elected from a list of candidates supplied by the Nominations and Election Committee by written or electronic ballot of the Professional and Emeritus membership before the annual meeting of the Association. The term of office shall begin at the conclusion of the annual business meeting. Officers, except for the Treasurer, serve one-year (1) terms or until their successors qualify. The Treasurer shall serve a three-year (3) term.
   b) The President-Elect shall succeed to the Presidency at the expiration of the President's term of office, or to fill a vacancy in the office of the President. After completion of their term, the President shall become the Past-President for a one-year (1) term.
   c) Neither the President, the President-Elect nor the Past-President shall succeed themselves in their respective offices, except when fulfilling an unexpired term. The Treasurer may serve up to two (2) successive three (3)-year terms of office.
5. Vacancies. If a vacancy occurs among the officers for any reason, the Board will determine how the position is filled for the unexpired portion of the term.
6. Removal. After such officer is given a reasonable opportunity to be heard, an officer may be removed in the sole discretion of the Board for good cause shown by a two-thirds (2/3) vote of the Board of Directors.
7. Compensation. Officers do not receive compensation for their services but shall be reimbursed for expenses.

SECTION II. BOARD OF DIRECTORS

1. Composition, Election, and Ex-Officio Members.
   a) A Board of Directors consisting of the President, President-Elect, Past President, Treasurer, and nine (9) non-officer Directors, shall manage the affairs of the Association.
   b) The non-officer Directors shall be elected to three (3)-year terms staggard with three (3) new non-officer directors elected each year. No elected non-officer Director may be reelected for a successive term.
   c) The following positions shall serve as non-voting ex-officio members of the Board of Directors:
      i. Chief Executive Officer,
      ii. Editor-in-Chief of *Meat and Muscle Biology*,
      iii. President of the Intercollegiate Meat Coaches Committee
      iv. Chair of the Development Council, and
      v. President of the Student Board of Directors
2. Responsibilities. The Board of Directors shall:
   a) Serve as the policy making body of the Association.
   b) Conduct the general and business affairs of the Association in the interval between Annual Meetings.
   c) Determine areas for future Association activity and development.
   d) Administer the Awards Program of the Association.
3. Chair and Treasurer.
   a) The President of the Association shall serve as chair of the Board of Directors. In the event of the inability of the President to qualify or function in this office, the President-Elect shall serve as chair *pro tem*.
   b) The Treasurer of the Association shall serve as the financial officer of the Association, overseeing the financial affairs of the Association in concert with association staff. In the event of the inability of the Treasurer to qualify or function in this office, the Board of Directors shall elect one of its members to serve as treasurer *pro tem* until the next general officer election.
4. Meetings. The Board of Directors shall hold not less than three (3) meetings annually at as regular intervals as possible and may hold additional meetings upon the call of the President or upon written request of any four (4) members of the Board of Directors. At any meeting of the Board of Directors a quorum for the transaction of business shall be seven (7) members, of which one (1) shall be one of the four elected officers.
5. Notice. Notice of any meeting of the Board of Directors shall be given electronically to the directors at least five (5) days prior thereto.

SECTION III. CHIEF EXECUTIVE OFFICER

1. Responsibilities. The Chief Executive Officer shall administer the organizational and partnership activities under the direction of the Board of Directors. This person will direct the office staff, conduct daily business of the Association, coordinate the business office, and actively develop partnership programs.
2. Selection. The Chief Executive Officer shall be selected by the Board of Directors. A committee may be appointed by the President to recommend a candidate or candidates to the Board of Directors. The Board of Directors will determine the term of employment of the Chief Executive Officer.
3. All other staff positions which have been approved by the Board of Directors shall be selected by the Chief Executive Officer.

SECTION IV. COMMITTEES, COUNCILS AND BOARDS

1. Executive Committee. An Executive Committee consisting of the officers of the Association shall act in the place of the Board of Directors when authority is designated by the Board or in emergency matters subject

to subsequent review by the Board at its next regular meeting. The Executive Committee may not suspend the bylaws, dissolve the Association, dismiss or elect new board members or officers, hire or fire the Chief Executive Officer, enter into major contracts, sue another entity, change a board-approved budget, or adopt or eliminate major programs.

2. Nominations and Elections Committee. The Nominations and Elections Committee shall be comprised of the following members (15):
   a) Active (current) 'Past President' who serves as the Committee Chairperson,
   b) The most recent 3 (inactive) Past Presidents,
   c) Most recent past Treasurer,
   d) Most recent 2 years of past Directors (6),
   e) The Student Board Past President
   f) Positions selected annually for one-year terms by the current Executive Committee:
      i. An Emeritus member
      ii. Two members with less than 10 years of active AMSA Professional Membership
3. Development Council.
   a) Purpose. The purpose of the Development Council is:
      i. To develop and implement strategies to generate funds to support and enhance the overall mission of the Association.
      ii. To provide counsel to the Board of Directors with respect to the allocation of resources consistent with legal and regulatory requirements, the wishes of the donors, and the goals and objectives of the Association.
   b) Composition. The Development Council consists of eight (8) members of the Association, appointed by the Board of Directors, and approved by the existing Development Council members. In addition, the Association's Chief Executive Officer and its Treasurer will serve as non-voting ex-officio members.
   c) Term. Development Council Members serve a two (2)-year term, with two (2) terms ending each year. All terms begin and end on the last day of the Association's annual meeting. An individual may serve no more than two (2) consecutive terms.
   d) Officers.
      i. The officers of the Development Council shall consist of the Chair and Vice Chair who are elected by members of the Development Council and serve a one (1)-year term with no more than two (2) terms in either office.
      ii. The Development Council Chair shall lead the meetings of the Development Council.
   e) Meetings.
      i. An annual meeting of the Development Council will be held during the annual meeting of the Association.
      ii. Telephone and/or video meetings will be held at least quarterly, and more frequently as called by the Chair.
      iii. All decisions by the Development Council will be made by majority vote when a quorum (five (5) of the eight (8)) of voting members is present. Electronic balloting may be used as a binding means of decision-making.
   f) Review of Gifts.
      i. All gifts to the Association must provide support for the Association's mission and are subject to review and approval by the Development Council and the Board of Directors before acceptance.
   g) Recognition of Donors. An annual program will be developed and maintained by the Development Council to recognize donors appropriately.
   h) Policies and Procedures.

i. The Development Council abides by policies and procedures approved by the Association's Board of Directors.
ii. The Development Council is advisory to the Board of Directors and does not have authority to act on behalf of the Association or bind AMSA to any action.

4. Student Board.
   a) Composition and Election.
      i. A Student Board of Directors consisting of the Student Board President, Past Student Board President, and seven (7) non-officer Directors, shall manage the affairs of the student membership.
      ii. The Student Board President and non-officer Directors shall be elected during an annual election to a one (1)-year term. The immediate past Student Board President shall also serve an additional year following the term during which they were elected Student Board President. The Student Board President will be elected per the Student Board of Directors policies and procedures. Four (4) of the non-officer directors shall be elected from four (4) regions established by the AMSA Board of Directors. The other three (3) non-officer directors shall be elected at-large per the Student Board of Directors policies and procedures. Students shall serve no more than 2 years in any elected position on the Student Board of Directors.
   b) Responsibilities.
      i. The Student Board of Directors shall:
      ii. Assist with opportunities for AMSA student members to experience professional development and leadership skills
      iii. Facilitate the introduction of students to AMSA's professional community.
   c) Meetings.
      i. The Student Board shall hold a meeting once per year and at other times as determined by the AMSA Student Board. At any meeting of the Student Board of Directors all decisions will be made by a majority vote when a quorum for the transaction of business shall be six (6) members are present. Electronic balloting may be used as a binding means of decision making. The Student Board President shall lead the meetings. In the absence of the Student Board President, the immediate past president shall preside.
   d) Policies and Procedures.
      i. In addition to these bylaws, the Student Board of Directors shall abide by policies and procedures approved by the Association's Board of Directors.
      ii. The Student Board is advisory to the Board of Directors and does not have authority to act on behalf of the Association or bind AMSA to any action.

5. Intercollegiate Meat Coaches Committee
   a) Purpose. The Purpose of the Intercollegiate Meat Coaches Committee (IMCC) is:
      i. To act or recommend action by AMSA on all Intercollegiate Meat Judging activities.
      ii. To support youth meat science activities related to meat judging while serving the overall purpose and mission of AMSA.
   b) Committee Composition.
      i. Committee membership (1 voting member per school) shall consist of Meat Team Coaches from schools that have participated in at least one AMSA/IMCC sponsored Intercollegiate Meat Judging Contest within the past two years.
      ii. Schools that have a meats program and have competed in at least one non-AMSA/IMCC sponsored contest, but which do not meet the above requirement may petition the IMCC Executive Committee for voting membership status. Other schools with a meats program that do not meet the above requirement, and non-voting members showing interest in the meat judging

program, shall be given access to the IMCC and shall be permitted to attend committee meetings.

iii. All voting members of the IMCC must be members in good standing of the American Meat Science Association.

c) Committee Leadership Composition. Officers of the IMCC shall consist of the following eight (8) members, each of whom shall be members of the Committee's Executive Committee. These leaders must be members of AMSA:
   i. Chair,
   ii. Chair-Elect,
   iii. Immediate Past Chair, the immediate past Chair of IMCC
   iv. Four division IMCC members who are Coordinator/Coaches from active IMCC meat judging programs, two each from two divisions to be elected by the IMCC.
   v. One at-large IMCC member, who shall not be a Coordinator/Coach of an active IMCC meat judging program.

d) Term. The term of office for the division and at large Executive Committee Members shall be two years as further described herein. IMCC chairs shall be elected to serve three (3) years terms in the following succession: Chair-elect, Chair and immediate past chair

e) Term Rotations. Division and at large Executive Committee Members shall be elected on a staggered schedule, as follows:
   i. Even numbered years: one from each division
   ii. Odd numbered years: one from each division and the at large member

f) Selection of Committee Leadership
   i. The Executive Committee shall serve as the nominating committee for the IMCC and in advance of the annual meeting of the IMCC shall identify a slate of individuals proposed to fill any Executive Committee Member vacancies for the following year. Electronic notice of such a slate shall be provided to IMCC members no less than two (2) weeks prior to the IMCC annual meeting. At such meeting, Committee members may also nominate additional candidates for such positions from the floor at such meeting.

g) Meetings. The IMCC shall hold an annual meeting at which time the Committee membership shall consider the slate of individuals proposed by the Executive Committee and who are nominated on the floor as provided for herein. The IMCC may meet at other times as determined by the Executive Committee.

h) Policies and Procedures.
   i. The IMCC shall abide by the policies and procedures approved by the IMCC and the AMSA Board of Directors.
   ii. Changes to the policies and procedures can occur at any meeting time determined by the Executive Committee of the IMCC.
   iii. The IMCC is advisory to the Board of Directors and does not have authority to act on behalf of the Association or bind AMSA to any action.

6. Additional Committees, Councils and Boards. The President and the Chief Executive Officer shall have the authority to appoint whatever additional committees, councils and boards that are necessary for the operation of the Association with the oversight of Board of Directors.
7. Vacancies on Committees, Councils and Boards. If a vacancy occurs among the members of an AMSA Committee, Council or Board, such vacancy shall be filled for the balance of the term at issue by the Association Board.

ARTICLE IV - Nominations and Elections

SECTION 1. NOMINATIONS

1. Nominations for the office of President-Elect, Treasurer and elected Directors shall be made by the Nominations and Elections Committee and submitted to the membership. Electronic notice of such nominations shall be given to all members at least sixty (60) days prior to each annual meeting. At the time of such notice, members shall be given an electronic ballot. Voting on the nominations shall close thirty (30) days after the initial notice was sent.
2. The Nominations and Elections Committee shall nominate at least two (2) candidates for the office of President-Elect, at least two (2) candidates for the office of Treasurer, and at least six (6) candidates to be elected Directors. Space for write-in nominations shall be included in the ballots. The Nominations and Elections Committee must confirm each candidate's eligibility, qualifications and willingness to serve if elected.

ARTICLE V - Meetings and Membership Voting

SECTION I. ANNUAL MEETING

The Association holds an annual meeting of the regular membership at the place and on the date that the Board of Directors determines. Electronic notice of said meeting shall be given to all members not less than sixty (60) days in advance of each annual meeting.

SECTION II. SPECIAL MEETINGS OF THE REGULAR MEMBERSHIP

Other meetings of the regular membership may be held at such times and places as may be determined by the Board of Directors, or by written petition of twenty-five (25) or more Professional Members. Electronic notice of such meetings shall be given to all members not less than sixty (60) days in advance.

SECTION III. MEMBERSHIP VOTING

All eligible members shall be entitled to vote only on the election of the President-Elect, Treasurer and elected Directors in accordance with Article IV Section 1 and on Amendments to these Bylaws in accordance with Article VII Section II.

ARTICLE VI - Fiscal Procedures

SECTION I. FISCAL YEAR

The fiscal year of the Association shall be a calendar year unless modified by the Board of Directors.

SECTION II. ANNUAL BUDGET

The Board of Directors shall, by such procedure as it may prescribe, adopt a budget each fiscal year, appropriating funds for the operation of the Association. Funds to meet this budget may be provided by members' dues or other revenue sources.

ARTICLE VII - Amendments

SECTION I. SUBMISSION OF AMENDMENTS

1. Amendments to these Bylaws may be proposed by the Board of Directors on its own initiative, or upon petition by not less than twenty-five (25) members eligible to vote.
2. Proposed bylaw amendments must be submitted to the President who shall ensure that the proposed amendment is voted on in accordance with Article VII Section II.

SECTION II. VOTING ON AMENDMENTS

1. Proposed bylaw amendments submitted pursuant to Article VII Section I shall become effective if the amendment passes by a two-thirds (2/3) majority of the eligible members casting ballots.
2. Electronic notice of proposed bylaw amendments shall be given to all members. Following this notice, members will have ten (10) days to provide comments on the proposed amendments. Not more than five (5) days after the close of the comment period, members will electronically be provided with (1) comments that the President determines are germane to the proposed amendments and (2) an electronic ballot. Voting on the proposed amendments shall close ten (10) days after the date the electronic ballot was sent to the members.

ARTICLE VIII - Rules

The Board of Directors is empowered to adopt such rules as do not conflict with these Bylaws and may be necessary for the proper governance of the Association. Such rules shall become operative when adopted by a two-thirds (2/3) majority of the Board members present and voting.

ARTICLE IX - Distribution of Assets

On dissolution of the Association, any funds and assets remaining after the discharge of all debts and obligations shall be conveyed to one or more eligible educational or scientific organizations selected by the Board. To be eligible, any organization to which the remaining funds and property of the Association are to be conveyed must be exempt under the provisions of Section 501(c)(3) of the Internal Revenue code of 1954, as amended, or under any successor to said Section of the Code, as it may be in effect at the time of conveyance.

As approved by the membership July 1, 1998.
Portions amended by the membership August 9, 2005; June 23, 2010; December 4, 2018;
May 23, 2019; August 17, 2021, June 27, 2023; June 19, 2024

Current revision adopted June 24, 2025