



DA VENIAM SCRIPTIS QUORUM NON GLORIA NOBIS
CAUSA, SED UTILITAS OFFICIUMQUE FUIT

BYLAWS OF THE COLLEGIUM RAMAZZINI

These Bylaws were formally adopted on 23rd October 1982
and last revised on 10th August 2023

ARTICLE I

Name, Purpose, and Principles of Organization

SECTION 1. This corporation shall be known by the name of The Collegium Ramazzini.

SECTION 2. The purposes of the Collegium shall be those of the third article of the Articles of Incorporation, attached to and incorporated in these bylaws, from which the Collegium shall not depart.

Taken as a whole, the purpose is to be that of a bridge between the world of scientific discovery and those social and political centers which must act on these discoveries to conserve life and prevent disease.

ARTICLE II

Executive Council and Council of Fellows

SECTION 1. Between annual meetings, the governing body of the Collegium shall be an Executive Council composed of elected officers.

The elected officers of the Collegium shall consist of a President, a Secretary General, a Treasurer and six Councillors-at-large. All officers must be Fellows in good standing of the Collegium. The elected Councillors-at-large shall serve for a term of 4 years and, to ensure continuity, their terms will be arranged such that elections of three such Councillors occur every 2 years.

SECTION 2. The Executive Council shall control all the activities of the Collegium including its academic policy and administrative affairs between meetings of the council of all Fellows of the Collegium. It alone may establish, divide, subdivide, or discontinue other bodies and appointments of the Collegium and it shall define their duties and privileges; it shall call all stated meetings of the Collegium and fill, for

the unexpired term, any vacancy on the Council, except as provided for in Section 5 of this article. For the purpose of doing business, three members of the Executive Council shall constitute a quorum. The act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive Council.

SECTION 3. The President shall serve for a term of five years and upon completion of his/her term in office shall be a voting member of the Executive Council as a Past President for a period of four consecutive years. Past- Presidents who are beyond the four-year period and Founders of the Collegium may attend meetings of the Executive Council in perpetuity as non-voting participants. The Secretary General shall serve for seven years. The other officers shall serve for a term of four years.

SECTION 4. All officers shall be eligible for re-election limited to two terms. Officers may run for a third term after stepping down for at least one election cycle.

SECTION 5. In the event that the office of the President shall become vacant, the Secretary General shall serve as President if the unexpired term is less than one year.

SECTION 6. In the annual meeting that precedes the end of the President's term, a President-Elect shall be elected. Should the office of President-Elect become vacant, it shall not be filled for the unexpired term. A President shall be elected in accordance with the provisions for the election of officers.

SECTION 7. Any officer of the Executive Council who shall fail to attend three consecutive meetings of the Executive Council, without being excused by that body, shall be deemed to have resigned therefrom. The minutes of the meeting shall record the attendance and the action taken on the absentees.

SECTION 8. At the annual meeting, the governing body shall be a Council of all Fellows in the Collegium.

ARTICLE III

Duty of Officers

SECTION 1. *President.* The President or his/her designee shall be the chief executive officer and spokesman for the Collegium. It shall be his/her duty or the duty of the designee to preside at the annual and special meetings of the Collegium and at the meetings of all its bodies. He or she shall have the power to call meetings of all bodies. He or she shall sign all certificates of election to all classes of membership as certified by the Secretary General.

SECTION 2. *President-Elect.* The President-Elect may participate in meetings of all bodies of the Collegium. In addition, the President-Elect shall also be a voting member of the Executive Council in the period of time prior to assuming office.

SECTION 3. *Secretary General.* The Secretary General shares the rôle of spokesman for the Collegium with the President. He or she shall keep the minutes of the meetings of the Collegium and Council and shall keep and have access to all records of the Collegium except as provided for in Section 4. He or she shall notify members of the dates of all meetings, and shall lay before the Collegium and/or its bodies all matters that have come to his/her attention and that require consideration by the Council. He or she shall make arrangements for the annual meeting. He or she shall appoint and supervise the Administrative Secretary and Archivist.

SECTION 4. *Treasurer.* The Treasurer shall provide for collection and receipt of all monies due to the Collegium and shall have custody of its funds. All monies received shall be deposited by him/her or his/her delegate in the corporate name of the Collegium in banks and trust companies

designated by him/her. All funds shall be subject to the drafts of the Treasurer or his/her delegate as authorized by the President. He or she shall with the concurrence of the President and Secretary General provide for disbursements for debts against the Collegium and shall keep a full account of all financial transactions. The Treasurer or his/her delegate shall have the power to sign checks and to approve any verbal or written contract or commitment involved by the receipt or expenditure of money, subject to veto by the Executive Council. The Treasurer shall report to the Executive Council semi-annually the financial condition of the Collegium. He or she shall submit, at each annual meeting, a statement of the financial operations for the preceding year, and a projected budget for the succeeding year.

SECTION 5. *Administrative Secretary.* An Administrative Secretary shall be appointed by the Secretary General. He or she shall attend meetings of the Councils and all other bodies of the Collegium but shall not have the power to vote. This person shall be the operating executive of the Collegium responsible directly to the Secretary General, and shall be charged with conducting all administrative activities not otherwise provided for in the bylaws.

The Administrative Secretary shall assist the Treasurer, performing such duties as may be delegated, including the receipt, deposit and disbursement of funds to meet the obligations of the Collegium, provided that all documents, checks and contracts are in writing and countersigned by the Secretary General. He or she shall be bonded and shall report all transactions in writing twice annually.

SECTION 6. *Archivist.* An historian shall be appointed to record the past and current work of the Collegium and its namesake.

ARTICLE IV

Membership

SECTION 1. The Collegium shall consist of three classes of members limited in number by the Executive Council: Fellows, Honorary Fellows and Emeritus members.

SECTION 2. *Definition of Classes of Membership.* Only Fellows shall be qualified to vote, to hold office and shall be deemed members of the Council of Fellows of the Collegium Ramazzini. Persons of personal distinction and integrity willing to participate, support and be held publicly responsible for the work of the Collegium, who are distinguished by their studies in scholarly fields concerned with occupational and environmental health, and who demonstrate dedication to the goals of the Collegium shall be eligible for election as Fellows when nominated in writing to the Secretary General by two Fellows, who are qualified to do so by right of membership in good standing. They shall be voted on and may be elected at the next meeting of the Executive Council at which their names are presented and shall be eligible to vote on all issues and matters that come before the annual meeting as members of the Council of Fellows.

Honorary Fellows shall be persons distinguished by their demonstrated dedication in support of the purposes of the Collegium and shall be elected in the same manner as Fellows.

Emeritus members shall be designated by the Executive Council.

Honorary Fellows and Emeritus members may attend the annual meeting and such other meetings as are designated by the Executive Council, free to participate in every way except as reserved for Fellows.

SECTION 3. *Termination of Membership for Cause.* Only the Council of Fellows is empowered to censure any member or suspend or terminate his/her membership for violation of the Constitution or these bylaws or for any offense deemed sufficient for such action, providing that not less than thirty days notice, giving the offense charged, shall be sent to such member and provided that he or she shall, if he or she so requests, receive the opportunity to appear before the Council in his/her own defense.

ARTICLE V

Nominations and Elections

SECTION 1. The election by the Council of Fellows of officers shall take place at the annual meeting of the Council of Fellows, and the candidates receiving the greatest number of votes for the respective positions shall be duly elected, and shall take office on the first day of January following.

SECTION 2. The announcement of the election of officers and Fellows of the Collegium shall be made by the Secretary General at the annual meeting.

SECTION 3. The nominators of officers for the Collegium shall be the Executive Council, who shall propose candidates for consideration of the Fellows not later than September of every third year in a list of candidates to succeed the outgoing officers.

SECTION 4. *Nominations by Fellows.* Suggestions for nominations of officers of the Executive Council may be sent in writing by any Fellow in good standing of the Collegium, addressed to the Secretary General, with the name of the Fellow being nominated, together with a letter supporting this nomination. The letter should include the names of an additional (4) Fellows who endorse this nominee. Nominations shall be presented to the Secretary General by May 1 of an election year. These nominees will then be added to those nominated by the Executive Council and all will stand for election.

SECTION 5. *Preparation of Nominations.* Nominations shall be prepared by the Executive Council for each position to be filled, at least one name for each position, and shall be reported at the annual meeting. It shall be the responsibility of the Executive Council to ascertain the

willingness of the nominees to serve, if elected, and to prepare a final list of nominees. Upon nomination, the list of such candidates shall be submitted to the Secretary General for inclusion in an official ballot.

SECTION 6. *Preparation of the Official Ballot and Method of Balloting:*

- (a) The Secretary General shall submit to the Council of Fellows the official ballot.
- (b) The official ballot shall bear at least one name nominated for each office, and such other nominations as may have been proposed by members as in Section 4.
- (c) This official ballot shall be so designed as to be secret in nature, and shall be mailed by the Secretary General to each Fellow in good standing.
- (d) Voting by the Fellows may be conducted by mail in the event an annual meeting is not held or if a quorum is not present at such a meeting.
- (e) The ballot and an envelope are sent to all Fellows. The filled-in ballot sheet (without signature) is placed in the envelope, which is sealed, and the Fellow is then required to sign and date the envelope and send it, in a separate envelope, to the General Secretariat. At the closing of the voting period, the valid envelopes are opened and the votes are counted by the Tellers appointed by the Secretary General.

ARTICLE VI

Annual Dues

SECTION 1. *Dues.* Each member shall pay such annual dues as the Council of Fellows shall determine be payable in advance of the second day of each January. Such dues, at the discretion of the Treasurer and President, may be waived or taken in services to the Collegium.

SECTION 2. *Members in Arrears.* Any member whose dues for the year shall remain unpaid on September first of any year shall be deemed not in good standing and if such member shall neglect or refuse to pay the same within three months after notification of such delinquency by the Secretary General, his membership may be terminated by the Secretary General. Upon payment of his arrears, however, such person shall be restored to membership.

SECTION 3. *Renewal of Membership.* Any member who shall resign while in good standing shall be nominated to membership at any time upon application.

ARTICLE VII

SECTION 1. The international headquarters of the Collegium shall be located in Carpi, Italy.

SECTION 2. The offices of the General Secretariat and the Archives of the Collegium shall be in the Castle of Bentivoglio, Italy.

ARTICLE VIII

Meetings.

SECTION 1. *Annual Meeting of the Collegium.* The President shall annually call a Council of Fellows on such date set by him/her and notice shall be sent by the Secretary General to each member not less than two months before the meeting. The meeting shall be held in Carpi, Italy, unless not feasible. Alternate sites shall be selected by the Executive Council in the event circumstances prevent a meeting in Carpi.

SECTION 2. *Special Meetings.* Special meetings of the Council of Fellows may be held by order of the President, provided notice is sent by the Secretary General to each Fellow stating the object of such a meeting, at least one month before the meeting.

SECTION 3. *Quorum.* Thirty percent of the Fellows shall constitute a quorum at any meeting of the Council at which a vote on any matter is taken. If fewer than 30% of the Fellows are present or expected to be present, a mail or tele- phone poll shall be taken.

ARTICLE IX

Agenda of Annual Meeting of Fellows

SECTION 1. The following shall be included in the agenda of annual meetings:

- (a) Annual Administrative Report of the Secretary General and the Treasurer.
- (b) Election of officers or report on the election of officers and new members of the Council of Fellows of the Collegium, as appropriate.
- (c) Approval of budget and determination of annual dues.
- (d) Inaugural address of the President or of a speaker invited by the Executive Council, either to be named the Ramazzini Lecturer of the Year.
- (e) Presentation by the Secretary General for comment, amendment and approval. Resolution on the Collegium's annual program of activity, public statements, and policies.
- (f) Open discussion on topics determined by those present.

ARTICLE X

Standing Rules

SECTION 1. The Executive Council may establish standing rules to meet special or temporary situations and may suspend any of their own standing rules for the same purpose.

ARTICLE XI

Amendments

SECTION 1. The Executive Council may provisionally adopt such lawful bylaws, not in conflict with the Articles of Incorporation, as may be necessary and proper for the government of the Collegium, and may amend them from time to time, as therein provided.

SECTION 2. These bylaws may be amended after such study, and recommendations, by the Council of Fellows, provided that such proposed amendment is adopted by a two-thirds vote of a quorum of the Fellows present at a meeting held within ninety days after a copy of such proposed amendment is set forth in full in the notice of such meetings. Such notice must be sent a minimum of seven days prior to the meeting.

SECTION 3. The Articles of Incorporation may be amended in the following manner:

(a) The Council shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Fellows which may be either an annual or a special meeting.

(b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member at such meeting within the time and in the manner specified in the bylaws for the giving of notice of meetings of Fellows. If the meeting be an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting.

(c) The proposed amendment shall be adopted upon receiving the affirmative vote of two thirds of the votes entitled by the members present.

ARTICLE XII

Parliamentary Authority

SECTION 1. The rules contained in Robert's "Rules of Order," current revised edition, shall govern the actions of the Collegium and its bodies in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

ARTICLE XIII

Public Statements of Policy and Activity

SECTION 1. *Written Resolution.* The work of the Collegium shall be expressed by written resolutions approved by the Fellows in accordance with procedures detailed above.

SECTION 2. *Public Expression.* Only the President, Secretary General, or their delegates, may speak for the Collegium as a body, such expression to be the actual language of the resolution and - when necessary - its strict interpretation and precise lay translation.

SECTION 3. *Collegial Consensus.* Fundamental rights of expression are not waived by participation in the development of consensus on a resolution. In the event of dissent, the Collegium may leave to the dissenter the responsibility for enunciating his/her views. Minority views are not necessary, and may not be included, in the resolution or reports of the resolution.

ARTICLE XIV

Political and Legislative Activity

SECTION 1. The Collegium, each body of the Collegium and each member as a member are prohibited from participation in partisan politics in any country or engaging in activity promoting specific legislation beyond the provision of information at the invitation of a legislator and with the approval of the President and Secretary General.

ARTICLE XV

Irving J. Selikoff Endowment

SECTION 1. These bylaws have been extended, as of 30th October 1993, by the present Article, approved by the affirmative vote of more than two thirds of Fellows in good standing, through a mail ballot. This Article is aimed at creating "an **Irving J. Selikoff Endowment**, such endowment to be the entire bequest of Dr. Selikoff as provided in his last will and testament. Such funds received from Dr. Selikoff's estate shall be deposited in interest-bearing investment or trust accounts in federally-insured banking institutions or invested in interest-bearing obligations (such as bonds and notes) of the United States government. Income from these investments shall be used, to the extent funds are generated, to provide funds for a **Selikoff Award and Lecture**, at least biannually conferred and conducted, to be given to a scientist or humanist whose studies and scientific achievements contributed to the protection of workers' health. If income exceeds this need, the Executive Council shall enlarge the endowment to compensate for the rate of inflation and funds management costs, and also expend such funds

as are necessary for general expenses, as annually budgeted by the Executive Council of the Collegium, and presented to the Council of Fellows for comment and discussion".



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