

ASM Policies and Procedures Manual

**October 2018
V3.0**



**AMERICAN
SOCIETY FOR
MICROBIOLOGY**

**1752 N Street, NW ♦ Washington, DC 20036
202-737-3600**

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NAME

The name of the organization shall be the AMERICAN SOCIETY FOR MICROBIOLOGY, referred to as the Society.

MISSION

The mission of ASM is to promote and advance the microbial sciences.

PURPOSE

The purposes of the Society are educational and scientific endeavors, and no other. To further the mission of ASM, the Society shall work towards:

- Section 1. The promotion of scientific knowledge of microbiology and related subjects;
- Section 2. The stimulation of scientific investigations;
- Section 3. The planning, organization, and administration of publications for the advancement of scientific knowledge in this field; and
- Section 4. The improvement of education in microbiology and related subjects.

GOVERNING DOCUMENTS, POLICIES AND PROCEDURES, AND COMMUNICATIONS

The official governing documents of the Society consist of the Bylaws and Articles of Incorporation, and these shall be made readily available to members. In addition to these documents, the following written communications are used by the Society to transmit information to members and the public.

A Policies and Procedures Manual(s) shall be kept current under the direction of the Governance Committee to describe the guidelines, procedures, practices, and traditions for operating and governing the Society and to record cumulatively the resolutions of the Board of Directors (BOD) and Council on Microbial Sciences (COMS) that interpret the operation and governance of Society affairs. The Policies and Procedures Manual shall be provided to BOD and COMS, and it may be provided or loaned to members as needed.

The BOD may adopt and amend from time to time Policies and Procedures for the governance and operations of the Society, provided that such Policies and Procedures shall not be inconsistent with the Articles of Incorporation or Bylaws of the Society. The BOD shall publish and make generally available to the membership any such Policies and Procedures that are in effect at any time.

Position papers and testimony for a state or federal agency or legislature on behalf of ASM may be written by a proper representative of the Society with endorsement by the Executive Committee, subject to review by the Public and Scientific Affairs Committee (PSAC).

The Society shall not be responsible for statements or opinions by groups or individuals or for statements in the above communications unless specifically approved by the BOD.

ASM BYLAWS

On October 31, 2015, the Council Policy Committee (CPC) unanimously approved a motion to revise the Bylaws and incorporate the ASM Constitution into the Bylaws. CPC approved/amended the ASM Bylaws, thereby joining the two documents together. The Proposed ASM Bylaws now incorporate the ASM Constitution, leading to a single combined document. Based on emerging not-for-profit best practices for Bylaws modernization, the proposed ASM Bylaws were drafted in total, rather than editing the existing bylaws piecemeal. The draft Bylaws were then further reviewed after incorporation of edits from legal counsel. The frame of the new document is drawn and adapted from exemplary Bylaws from other scientific societies. As is common practice in nonprofits today, the Bylaws are designed to stand the test of time by including fundamental elements, with much of the detail about how activities occur being explained in a policy document, which is a living document. This shift of detail to policy will allow the fundamentals to remain relatively unchanged, while the means of implementing those fundamentals can be adapted as needed.

A draft of the proposed Policies and Procedures Manual, together with the final Bylaws, was presented to CPC at the April 16, 2016 meeting. CPC voted unanimously to approve the Bylaws and, in principle, the Policies and Procedures Manual. On June 19, 2016, the Council, which includes Officers, Board Chairs, and Branch and Division representatives, met during the ASM Microbe 2016 meeting in Boston and unanimously approved the new draft Bylaws and Articles of Incorporation. On September 5, 2016, ASM members ratified the new Bylaws with over 98 percent of members who participated in the vote agreeing with the proposed changes.

Article I. Name
The name of the Society shall be the American Society for Microbiology (ASM), referred to as the Society.
Article II. Purpose
The purposes of the Society are educational and scientific endeavors, and no other.
Article III. Membership
Section 1. Members. The Board of Directors (BOD) establishes categories of membership and determines the dues to be paid by each category. All members of ASM in good standing may vote in elections, for amendment of the Articles of Incorporation, or Bylaws, and for such other matters as submitted to the membership for vote by the BOD. The BOD shall determine the qualifications for each category of membership, as described in the Policies and Procedures Manual, as amended from time to time.
Article IV. Meetings
Section 1. Annual Meeting of the Membership. The Society membership shall meet annually at a place and time designated by the Board of Directors. The Board of Directors may also call special meetings of the membership.
Section 2. Notice of Meetings. The Chief Executive Officer (CEO) shall notify members of the date, time, and place for the Annual Meeting of the Membership, or for special meetings. In case of a special meeting, the purpose of the meeting must be clearly indicated in the meeting notice. Such notice of the Annual Meeting of the Membership or special meetings shall be distributed no less than 10 days and no more than 60 days prior to the date of the meeting.
Section 3. Quorum. The quorum requirement for any meeting of the membership is five percent of the total membership present in person or represented by proxy. The affirmative vote of a majority of the

members entitled to vote who are present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by governing law, the Articles of Incorporation, or these Bylaws.

Voting by members shall also be allowed by mail, e-mail, or electronic means.

Article V. Officers

Section 1. The Presidential Officers. The President shall be Chair of the Board of Directors and preside at meetings of the Board of Directors and at annual and special meetings of the Membership. The President shall be responsible for ensuring the execution of the policies determined by the Board of Directors and shall act as primary spokesperson for the Society. The Past President and the President-Elect shall assist the President, shall be voting members of the Board of Directors and *ex-officio* members of the Council on Microbial Sciences (COMS) without voting rights, and shall substitute for the President in the absence of the President. The President-Elect shall take precedence over the Past President in substituting for the President.

Section 2. Election and Succession of Presidential Officers. The President-Elect shall be elected annually for a term of one year by a vote of eligible members of the Society. Election shall be by simple plurality of votes received from the Membership. The President-Elect shall assume office on 1 July following the election. At the same time, the previous President-Elect shall become President and the previous President shall become Past-President. Former Presidential Officers shall not be eligible for reelection to the office of President.

Section 3. The Secretary. The Secretary shall assist the President and shall oversee the accurate and faithful recording of the minutes of all meetings of the Board of Directors and the Meetings of the Membership. The Secretary shall be elected by a plurality of votes received from the Membership. The Secretary shall assume office on 1 July following the election. The Secretary may serve two 3-year terms.

Section 4. The Treasurer. The Treasurer shall be responsible for overseeing all moneys and valuable effects in the name and to the credit of the Society and for overseeing full and accurate accounting of receipts and disbursements. The Treasurer shall render to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of the financial transactions and status of the Society. Election shall be on the basis of a plurality of votes received from the Membership. The Treasurer shall assume office on 1 July following the election. The Treasurer may serve two 3-year terms.

Section 5. Vacancies.

A vacancy in the office of President shall be filled by the President-Elect or the Past President, with the President-Elect taking precedence over the Past President.

A vacancy in the office of the Secretary or Treasurer shall be filled *ad interim* by one of the members of the Board of Directors until the next regular election, unless a Secretary or Treasurer designate has already been elected by the membership, in which case the elected individual will take office at the moment of the vacancy and will serve the remainder of the current term and the term to which he or she was elected.

Article VI. Board of Directors.

Section 1. Board of Directors. The Society's affairs shall be conducted by a Board of Directors (BOD) consisting of no fewer than 14 and no more than 18 Directors, including the CEO, who is an *ex officio* member without a vote. It will be comprised of the 5 Officers—President, President-Elect, Past President, Treasurer, and Secretary—as well as a minimum of 8 and a maximum of 12 at-large Directors, all of whom will be elected by a simple plurality of votes received from the Membership, with the exception of two at-large Directors who are members of the Council on Microbial Sciences,

and who will be elected by the Council on Microbial Sciences. All elected members of the Board of Directors shall be entitled to one vote each.

Section 2. Duties. The function of the Board of Directors is to set the strategic direction and uphold the objectives of the Society, authorize policy matters, direct fiduciary, legal, and business decisions, and hire, oversee, and work in partnership with the CEO.

Section 3. Quorum. A quorum of the Board of Directors shall consist of a simple majority of the total number of Board members then in office with voting rights.

Section 4. Meetings. The Board of Directors shall meet at least three times per year, with at least one in-person meeting. Meetings may be conducted in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Action may be taken without a meeting of the Board if all Directors consent to the proposed action in writing.

Section 5. Voting at meetings. The act of the majority of the members of the BOD present at a meeting, at which a quorum is present, shall be the act of the BOD unless a different proportion is specified by these Bylaws, the Articles of Incorporation, or governing law. Any or all Directors may participate in a meeting of the BOD by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. The BOD may not participate in a meeting by proxy.

Section 6. Action without a meeting. Any action required or permitted to be taken at a meeting of the BOD may be taken without a meeting if a unanimous written consent which sets forth the action so taken is (1) signed by each member of the BOD and (2) filed with the minutes of proceedings of the BOD. Such consent may be given electronically.

Section 7. Election of Directors. Directors shall be elected for a 3-year term. Directors may serve two 3-year terms unless they are elected to be an Officer of the Society. Directors will serve staggered terms.

An election will be held each year to fill vacating terms. Newly elected Directors shall assume office on 1 July following election unless filling a vacancy. Directors are required to be Members of the Society in good standing.

Candidates for all Director positions will be selected by the Nominating Committee, with write-in candidates allowed.

Section 8. Removal. The Members may remove any Director elected by them for cause as provided in the District of Columbia Nonprofit Corporations Act. The Members may remove any Director who fails to attend three consecutive meetings of the BOD. The two at-large Directors who are elected by the Council on Microbial Sciences may be removed only by that body.

Section 9. Vacancies. Any vacancy on the Board of Directors with respect to an elected Director may be filled by vote of the Board for the remainder of such Director's term.

Article VII. Council on Microbial Sciences

Section 1. Council. The Society's scientific affairs shall be conducted through a Council on Microbial Sciences (COMS) consisting of elected Councilors from Branches and Divisions/Special Interest Groups (SIGS), at-large Councilors elected by the membership, and Program Chairs, all having one vote each, provided that they are in good standing with ASM.

Officers, the Chair of the American Academy of Microbiology Board of Governors, and the CEO serve on the COMS as *ex officio* members without a vote.

The Chair of the Council on Microbial Sciences will be elected from the Council on Microbial Sciences and serve a 1-year term. The Council on Microbial Sciences will elect a Vice Chair, who will serve a 1-year term. This position does not automatically ascend to the position of the Chair of the Council on

Microbial Sciences.

Section 2. Duties. The function of the Council on Microbial Sciences is to support the work of ASM by prioritizing the scientific focus of the Society, identifying the upcoming opportunities in microbial sciences and scientific trends to ensure effective programs and scientific activities that benefit the members and the scientific community at large.

Section 3. Quorum. A quorum of the Council on Microbial Sciences shall consist of a majority of the total number of voting Council members then in office.

Section 4. Meetings. The Council on Microbial Sciences shall meet at least one time per year in person and at other times and places as is deemed necessary. Meetings may be conducted in person or by telephone or other form of electronic communication. The Council on Microbial Sciences may also conduct business by mail or e-mail.

Section 5. Election of Councilors. The Council on Microbial Sciences Councilors may serve two 3-year terms and may not continue to serve unless they are elected to serve as Chair of the Council on Microbial Sciences. Councilors will serve staggered terms.

An election will be held each year to fill vacating terms. Newly elected Councilors shall assume office on 1 July following election. Councilors are required to be Members of the Society in good standing. The composition of Councilors and the balance of representation will be reviewed and determined by the Council on Microbial Sciences every five (5) years.

Councilors from Branches and Divisions/SIGS will be elected in a manner consistent with ASM policy. Council members-at-large will be nominated by the ASM Nominating Committee.

Section 6. Committees of the Council on Microbial Sciences. Committees of the Council on Microbial Sciences can be created and populated by processes identified in policies established by the Council on Microbial Sciences.

While the BOD is responsible for procedures on governance and the CEO is responsible for operations, the Council on Microbial Sciences may adopt and amend Policies and Procedures related to the scientific interest of the Society, provided that such Policies and Procedures shall not be inconsistent with the Articles of Incorporation or Bylaws of the Society.

The Council on Microbial Sciences shall publish and make generally available to the membership any such Policies and Procedures that are in effect at any time.

Article VIII. Chief Executive Officer (CEO)

Section 1. CEO. The Board of Directors may appoint and compensate a Chief Executive Officer (CEO) of ASM. The Board of Directors or a committee of the Board shall review the CEO's performance on an annual basis.

Section 2. Leadership Duties. The CEO is an *ex officio* nonvoting member of the BOD and of the COMS and shall be responsible for executing the strategic decisions of these governance bodies. Together with the President, the CEO is a key spokesperson and ambassador for the Society. The CEO supervises all staff and is responsible for the management of the Society headquarters. The CEO operates with the oversight of the Board of Directors.

Article IX. Divisions/Special Interest Groups

Section 1. Formation and Function. As part of its aim to promote scientific activities and contacts among scientists with specialized knowledge in different fields of learning, the Society shall encourage the formation of Divisions/Special Interest Groups (SIGS).

Divisions may be chartered by the BOD as defined in the Policies and Procedures Manual. Divisions

shall promote the Society's goals among professionals, provide training for microbial scientists, and educate the public on microbial sciences.

Article X. Branches

Section 1. Formation and Function. As part of its aim to promote scientific activities and contacts among scientists with specialized knowledge in different fields of learning, the Society shall encourage the formation of geographic Branches. Branches may be chartered by the Board as defined in the Policies and Procedures Manual. Branches will have an obligation to promote, at the local level, the general objectives of the Society, including its goals among professionals interested in microbial sciences and education of the general public and future microbial scientists.

Article XI. American Academy of Microbiology

The American Academy of Microbiology shall have its own Bylaws, a Board of Governors, and annual dues as approved by the Board of Directors, provided that such Policies and Procedures shall not be inconsistent with the Articles of Incorporation or Bylaws of the Society. The Chair of the Board of Governors of the Academy is elected by the American Academy of Microbiology Fellows.

Article XII. Standing Committees of the Board of Directors

Section 1. Formation. The Board of Directors may appoint committees to act for the Board for special purposes, designating their duties and powers in their appointment. The Board may also appoint or designate members of the Society to serve as *ex officio* members of standing committees without voting rights as deemed appropriate.

Section 2. Standing Committees. Standing Committees of the Board of Directors shall include but are not limited to the following Committees: Executive, Finance, Nominating, Governance, Appointments, Audit, Council of Past Presidents, and Ethics. With the exception of roles of elected officers specified below, members and chairpersons of Standing Committees are recommended by the Appointments Committee and approved by the Board of Directors. Unless otherwise stated in these Bylaws, members of Standing Committees shall be appointed for a 3-year term and may be reappointed for one additional term.

a. Executive Committee. The Executive Committee consists of the President, Past President, President-Elect, Secretary, Treasurer, and, serving *ex officio* and in a nonvoting capacity, CEO. Subject to applicable provisions of law, the Articles of Incorporation, and these Bylaws and to the direction and continuing oversight of the Board of Directors, the Executive Committee is authorized by the Board of Directors to act on its behalf on ordinary matters between meetings of the Board of Directors.

b. Finance Committee. The Finance Committee, composed of the Treasurer as Chairperson and three or more members, who may or may not be required to be members of the Board of Directors, shall advise the Board of Directors regarding the annual budget, the management of Society funds, and other financial matters.

An Investment Committee will be a subcommittee of the Finance Committee and shall advise the Finance Committee regarding the Investment Policy in the context of the Society's overall budget and long-term financial vision.

c. Nominating Committee. The Nominating Committee will put forth a slate for each position on the Board of Directors and for at-large positions on the Council on Microbial Sciences. All slates will include at least two candidates for each position. The Past President will serve as chair, and the Committee will include two members appointed by the Board, plus six members selected by the Council on Microbial Sciences to be broadly representative of perspectives on the Council on Microbial Sciences. The Council on Microbial Sciences appointments to the Nominating Committee may be sitting or former Council on Microbial Sciences members. All Nominating Committee members, except the Chair, shall serve a single 2-year term. The Chair serves a single 1-year term.

No member of the Nominating Committee may seek elected office during the period of his or her service on the Nominating Committee.

d. Governance Committee. The Board of Directors shall appoint a Governance Committee, consisting of such persons as the Board may specify. At least every three years, the Governance Committee shall be responsible for reviewing the effectiveness of governance structures and processes, including the Articles of Incorporation and Bylaws of the Society and the Policies and Procedures of the Society, and for making recommendations to the Board of Directors and the Council on Microbial Sciences of any appropriate changes.

e. Appointments Committee. Program Committee Chairs are appointed by the Appointments Committee and approved by the Board of Directors, with the exception of the Chair of the Board of Governors of the Academy. The Committee is chaired by the President-Elect and operates according to procedures detailed in the Policies and Procedures Manual.

f. Audit Committee. The Board shall appoint an Audit Committee consisting of five members. Following each fiscal year the Audit Committee shall review the audit of the Society's financial statements with the Society's auditors and submit a written report to the Board, which shall include recommendations on fiscal management issues.

g. Council of Past Presidents. The Council of Past Presidents comprises the 10 most recent past presidents and serves as an advisory committee to the Board of Directors. The Council of Past Presidents is charged with reviewing and making recommendations to the Council on Microbial Sciences regarding nominees for Honorary Membership and eventual other matters deemed appropriate for the group.

h. Ethics Committee. The BOD shall appoint an Ethics Committee consisting of four to seven members specified by the BOD. The Ethics Committee shall focus on issues surrounding misconduct in research and oversee matters involving Member noncompliance with the Society's code of ethics.

Article XIII. Fiscal Year

Section 1. Period. The fiscal year of the Society shall commence on the 1st day of January and end on the 31st day of December.

Section 2. Treasurer's Report. A report of the fiscal state of the Society shall be made by the Treasurer annually and whenever requested by the Board of Directors.

Article XIV. Amendments

Section 1. Proposals. Amendments to these Bylaws may be proposed by the Board of Directors, the Council on Microbial Sciences, or any 25 Society members in good standing. The exact text of the changes being proposed shall be submitted to the Governance Committee for review. The Governance Committee may assist with the development of specific language to enact the change being proposed.

Section 2. Review. Proposed Amendments shall be sent by the Governance Committee to the Board of Directors for their review and recommendation.

Section 3. Approval. If the Board of Directors approves the proposed amendment or a modification of the proposed amendment, it shall be submitted to the membership for approval. A two-thirds vote of the members participating in the vote shall be required to amend these Bylaws.

ARTICLE XV. Policies and Procedures

The Board of Directors may adopt and amend Policies and Procedures for the governance and operations of the Society, provided that such Policies and Procedures shall be consistent with the Articles of Incorporation or Bylaws of the Society. The Board shall publish and make generally available to the membership any such Policies and Procedures that are in effect at any time.

ARTICLE XVI. Indemnification
The Society may indemnify any current or past officer or Director to the fullest extent permitted by law.
ARTICLE XVII. TRANSITION PROVISIONS
Section 1. Officers and Directors. The election for officers and directors under these Bylaws shall first be held in accordance with the established calendar for elections to be held in 2017.
Section 2. Committees. The committees established by Article XII of these Bylaws will be appointed on or before July 1, 2017.
Section 3. Council on Microbial Sciences. Article VII establishing the Council on Microbial Sciences shall be effective on or before July 1, 2017.
Section 4. Implementation. The remaining provisions of these Bylaws shall be effective immediately upon the adoption of these Bylaws and shall be implemented by the Society's Officers and Directors.
On September 5, 2016, the Society's Bylaws were revised in accordance with Article XXII of the constitution and bylaws in force at that time.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

TO: Department of Consumer and Regulatory Affairs
Corporations Division
1100 4th Street SW Washington, D.C. 200024

Pursuant to Section 29-408.07 of the District of Columbia Nonprofit Corporation Act, the undersigned Corporation elects to avail itself thereto.

FIRST: The name of the Corporation is AMERICAN SOCIETY FOR MICROBIOLOGY.

SECOND: The term for which the Corporation is organized is perpetual.

THIRD: A resolution recommending that the Corporation amend and restate its Articles of Incorporation was adopted in the following manner:

- 1) The resolution was adopted at a meeting of the Corporation's Council, the legal governing body, held on June 19, 2016, at which a quorum was present and the resolution received a majority of the votes which members present were entitled to cast.
- 2) The resolution was submitted to the Corporation's membership for ratification and was approved by at least three-fifths of members voting.

FOURTH: The purposes which are to be promoted or carried on by the Corporation shall be exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in furtherance of such purposes and no other purposes, including specifically:

- Section 1. The promotion of scientific knowledge of microbiology and related subjects;
- Section 2. The stimulation of scientific investigations;
- Section 3. The planning, organization, and administration of publications for the advancement of scientific knowledge in this field; and
- Section 4. The improvement of education in microbiology and related subjects.

FIFTH: The Corporation shall have one class of members who shall be entitled to vote and whose qualifications are set forth in the Bylaws.

SIXTH: In conducting its activities, the Corporation shall have all of the powers granted nonprofit corporations under the District of Columbia Nonprofit Corporation Act.

SEVENTH: In conducting its activities, the Corporation shall observe the following regulations:

- (a) The internal affairs of the Corporation shall be regulated by a Board of Directors whose actions shall be consistent with the requirements of the District of Columbia Nonprofit Corporation Act and the Bylaws of the Corporation.

- (b) No part of the assets or the net earnings of the Corporation shall ever be used for, nor shall the Corporation ever be organized or operated for, purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (c) No part of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of, or be distributable as dividends or otherwise, to the directors, officers, or employees of the Corporation, or to other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions to further its purposes and objectives.
- (d) No director, officer, employee, member of a Committee, person connected with the Corporation, or any other private individual shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
- (e) Upon dissolution or winding up, assets of the Corporation then remaining in the hands of the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, be distributed, transferred, conveyed, delivered and paid over only to educational, scientific, religious and charitable organizations that are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and which are not private foundations within the meaning of Section 509(a) of the Code, except that no distribution shall be made to organizations testing for public safety; the distributions shall be made on whatever terms and conditions and in whatever amounts the Board of Directors may determine, to be used by the institutions receiving them exclusively for educational, scientific, or charitable purposes.
- (f) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in political campaigns on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.
- (g) The Corporation will carry on, otherwise than as an insubstantial part of its activities, only activities that in themselves are in furtherance of educational and charitable purposes.
- (h) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business for profit.
- (i) The principal office of the Corporation is to be located in the District of Columbia. It may establish such other offices either in or outside of the United States as it may from time to time determine. The Corporation will operate to some extent throughout the world, but its principal operations will be conducted in the United States.

- EIGHTH: The number of Board Members that the Corporation may henceforth have shall not be less than three.
- NINTH: The Members of the Board of Directors shall be elected in the manner prescribed by the Bylaws of the Corporation.

STRATEGIC PLAN 2015-2020



ASM MEMBERS

The Society shall consist of the member categories listed below.

Full Members. Any person who endorses the mission of the Society and works in the microbial sciences or related fields shall be eligible to become a Full Member. Full Members shall be eligible to vote, hold elective office, serve on the Board of Directors (BOD), Council on Microbial Sciences (COMS), various Program Committees, and enjoy other rights. The following membership types are considered Full Members: Supporting, Contributing, and Premium. The differences associated with these membership types are based on dues and benefits delivered. The dues and benefits for each category may be changed as needed. Each Full Member in good standing shall be entitled to the privileges so listed in the Bylaws and may subscribe to publications as specified by the Membership Committee.

Emeritus Members. A person who has been a Full Member for at least 20 years preceding retirement from regular and remunerative professional work shall be eligible to apply to the Membership Committee for emeritus status. Emeritus Members shall have the rights of Full Members but are exempt from dues and may be provided publications specified by the Membership Committee.

Postdoctoral Members. An individual with a doctoral degree (e.g., PhD, DVM, MD, DDS, etc.) may join the Society as a postdoctoral member once during their life as long as the application for membership is received within three years of graduation from a regularly matriculated program in microbial sciences or related field. Postdoctoral membership is limited to five consecutive years. Postdoctoral members shall have the rights of Full Members.

Student Members. A regularly matriculated student in microbial sciences or a related field who does not hold a doctoral degree may join the Society as a Student Member. Student Members shall have the rights of Full Members.

Honorary Members. A person who has made outstanding contributions to microbial sciences shall be eligible for nomination and election as an Honorary Member. Honorary membership status is the highest membership recognition given by the Society. Nominations for Honorary Members can be made by any member of the Society. Nominations must be made in writing to the Secretary together with the following information: (i) a complete curriculum vitae with a condensed summary (as in *American Men and Women of Science*), (ii) a bibliography of scientific publications, (iii) a statement summarizing the nominee's major contributions to microbiology, together with information attesting to the high personal and professional standards of conduct of the candidate. The Council of Past Presidents shall review the qualifications of each nominee and transmit to the Secretary the names of up to eight nominees who have made outstanding contributions to microbiology. Candidates who are recommended by the Council of Past Presidents and who receive approval by a two-thirds vote of the COMS and BOD shall be declared nominated, and their names shall be placed on the annual ballot. A nominee receiving approval of the members on the annual ballot shall be declared an Honorary Member. Proposals for Honorary Membership that are not approved by the COMS and BOD may be proposed again in a subsequent year, as provided above. Honorary Members shall have the rights of Full Members but are exempt from membership dues and may receive without charge *Microcosm* magazine and any other periodical publications as specified by the Membership Committee.

Global Outreach Members. An individual currently studying or working in the microbial sciences in a resource-limited country may apply for Global Outreach Membership at no cost. Individuals must be full-time residents of a resource-limited country, as classified by the World Bank, Human Development Index,

and United Nations List of Least Developed Countries. Global Outreach Members shall have the rights and privileges of Full membership and are granted access to all of the Society's journals at no cost.

Membership rights to vote. All membership categories have the right to vote if the member is in good standing.

Membership Fees. The BOD approves membership fees, typically after consulting with the Membership Committee and the Finance Committee.

Nondiscrimination Policy. The Society does not discriminate in membership or in any activity on the basis of race, color, ethnicity, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, or political affiliation or any other personal characteristic not related to the ethical promotion of the scientific knowledge of the microbial sciences.

Exclusion or Removal from Membership. A person may be excluded or removed from membership because of conduct that is inimical to the objectives or mission of the Society or injurious to it or that affects its reputation adversely. Accusations of breaches of the ethical code must be presented to the Ethics Committee according to the ethical review process of the Society.

Annual Meeting of Membership. DC Code requires the Society to have at least one annual meeting of the membership, as specified in the Bylaws. This meeting shall typically occur during the ASM Microbe meeting.

Notice of Meeting of Membership. Such notice of the Annual Meeting and special meetings shall be distributed by the CEO not less than ten (10) days and not more than sixty (60) days before the date of the meeting. Notice of the Annual Membership Meeting need not specify the purpose of the meeting unless specifically required otherwise by law or the Bylaws.

Quorum of Members. At any annual or special meeting of members, a quorum shall consist of at least five percent of the Membership entitled to vote, present in person or represented by proxy. A quorum of members shall be necessary only at those meetings where members vote on particular matters.

Member in Good Standing. A Member in Good Standing is defined as any member who has paid his or her current dues or who is designated as a certified Global Outreach, Emeritus, or Honorary member.

A Member who fails to pay dues shall not receive Society benefits until full payment is made. Persons suspended for nonpayment of dues shall not be eligible to submit papers intended for presentation at the ASM Microbe meeting the following year or submit a manuscript to any journal as an ASM member. Failure to pay dues will result in automatic suspension of membership.

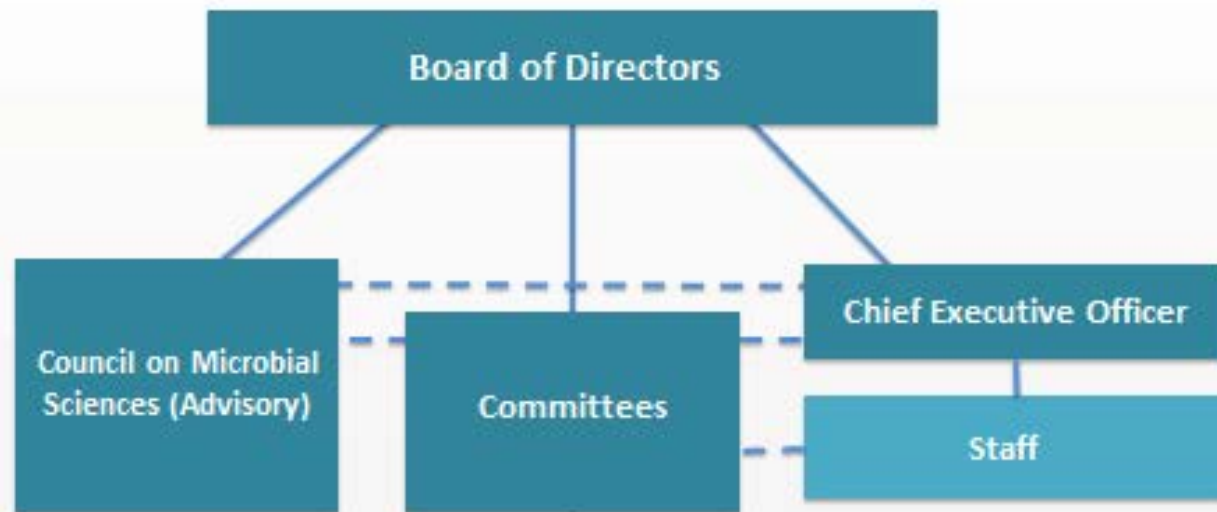
GOVERNANCE

In pursuit of its objectives, the Society has built an organization with interrelated responsibilities and directives with a Board of Directors (BOD) serving as the ultimate governing body responsible for all of the Society's fiduciary tasks and advised on scientific matters by the Council on Microbial Sciences (COMS). Governance authority and responsibility begin with the voting *Membership*. All elective and appointed positions in the Society's governance are held by Society members who volunteer their time and effort to further the mission and the objectives of the Society. The volunteer positions may require significant hours of time, and only the dedication of all elected and appointed persons, together with the efforts of ASM staff, ensure that the objectives of the Society are met. Volunteer positions are non-compensated positions

ASM's New Governance



AMERICAN
SOCIETY FOR
MICROBIOLOGY



PARLIAMENTARY PROCEDURE AND PRACTICES

Robert's Rules of Order (Newly Revised), except when inconsistent with the Bylaws, shall govern parliamentary practice in the meetings of the BOD, COMS, the Annual Membership Meeting, and committee meetings.

ELECTED OFFICERS TO THE BOARD OF DIRECTORS

The Presidential Officers

The Presidential Officers are the President, President-Elect, and Past President (who shall be the last person to have served as President).

The Past President and the President-Elect shall assist the President and substitute for the President in his/her absence.

The President

The President shall be Chair of the BOD and preside at meetings of the BOD, Annual and Special Meetings of the Membership, and, together with the CEO, shall act as primary spokesperson for the Society. The President also serves *ex officio*, without vote, on the COMS.

Other roles of the President include:

- In consultation with the CEO, decide the agenda for the BOD meetings.
- Attend and participate in the opening session and ceremonial and social functions associated with the ASM Microbe Meeting.
- Deliver a President's Address at the ASM Microbe Meeting.
- Make the Society visible in the scientific and professional practice communities as well as with the general public, the Administration, and Congress.
- Lead the Society as a whole during the term and serve as an ambassador for the good of the organization.
- Raise awareness on the value proposition of the Society with scientists and the public at large.
- Attend Branch meetings when possible and speak, if invited.
- Appoint *ad hoc* committees deemed necessary for strategic analysis and study of policies, positions, or future directions.
- Make *ad hoc* appointments of representatives from ASM to attend functions, such as inauguration of college presidents, funerals or memorial services for past Officers, Program Committee Chairs, and Honorary Members, and call on local members, especially Branch and Division officers, whenever possible.

President-Elect

The President-Elect provides secondary leadership for the Society, substitutes for the President when needed, and prepares to serve as President. The President-Elect shall assist the President, shall be a voting member of the BOD and an *ex officio*, nonvoting member of the COMS, and shall substitute for the President in the absence of the President. The President-Elect shall take precedence over the Past President in substituting for the President.

Other roles of the President-Elect include:

- Review the performance of the various BOD Standing Committee and Program Committee Chairs.
- Chair the Appointments Committee.
- Chair, if requested by the BOD, an *ad hoc* committee to review a major activity, function, or program of the Society or profession and provide a written report with specific recommendations to the BOD.

Past President

The Past President shall assist the President, and be a voting member of the BOD and an *ex officio* member of the COMS. The Past President is the chair of the Nominating Committee and chair of the Council of Past Presidents. The President-Elect shall take precedence over the Past President in substituting for the President.

Other Board Officers

The Secretary shall assist the President and shall be responsible for overseeing the accuracy of the minutes of all meetings of the BOD and meetings of the Membership.

In addition, the Secretary shall:

- Provide continuity of service and experience among the Officers.
- Work closely with the CEO to ensure timely appointment of volunteer members of the organization.
- Ensure transmittal to ASM Archives of documents of archival or historical value.

The Treasurer shall be responsible for overseeing all moneys and valuable effects in the name and to the credit of the Society and for overseeing full and accurate accounting of receipts and disbursements. Together with the CEO and Finance Director, the Treasurer shall render to the BOD at its regular meetings, or when the BOD so requires, an account of the financial transactions and status of the Society.

In addition, the Treasurer shall:

- Provide continuity of service and experience among the Officers.
- Chair the Finance Committee and exercise oversight of all aspects of the Society's finances.
- Together with the CEO and Finance Director, oversee the preparation of an annual budget for review and approval of the BOD.
- Advise the BOD on projected major expenditures.
- Oversee the management of investments and deposits from the Society's financial reserves with the advice and recommendations of a professional investment advisor.
- Chair and appoint members to the Investment Committee, in consultation with the BOD.
- Prepare an annual report of the financial status of the Society for the Membership.

Nomination of Officers.

The Nominating Committee is responsible for putting forward a slate of candidates for the BOD, as well as for the at-large positions of the COMS. Because of this responsibility, the Nominating Committee is in charge of the nominations of all Officers of the Society.

The Nominating Committee is chaired by the Past President and, in addition to the Past President, shall include two members appointed by the BOD who can be members of the BOD or not and six members selected by the COMS to be broadly representative of perspectives and scientific domains of the COMS. The Past President votes to break the tie. The COMS appointments to the Nominating Committee may be

sitting or former COMS members. All Nominating Committee members shall serve a single two-year term. The Chair of the Nominating Committee serves a single one-year term. No member of the Nominating Committee may seek elected office during the period of his or her service on the Nominating Committee. In case an individual on the Nominating Committee is nominated by a colleague and agrees to be put forward for consideration, he/she shall immediately resign from the Nominating Committee.

With respect to the Officer nominations, the Nominating Committee shall put forward a slate which includes at least two candidates for each position to be filled. An incumbent Secretary or Treasurer who is eligible for, and willing to serve, a renewed term can be nominated as the sole nominee by the Nominating Committee, unless the Nominating Committee, after consulting with the BOD, decides not to nominate the incumbent. If an incumbent Secretary or Treasurer is not renominated, then at least two nominations must be included in the slate for that vacancy. When possible, a slate of paired candidates should be considered.

The Nominating Committee shall send the nominations to the Secretary and the CEO, who shall announce them broadly within the Society. Additional nominations for these elective offices may be made, but such nominations shall be valid only if presented in a petition form over the signatures of at least 250 members entitled to vote and in good standing and if received by the Secretary on or before 1 August for the next regular election.

Election and Succession of Presidential Officers. The President-Elect shall be elected annually for a term of one year by a vote of eligible members of the Society. Election shall be by simple plurality of votes received from the Membership. The President-Elect shall assume office on 1 July following the election. At the same time, the previous President-Elect shall become President and the previous President shall become Past President. Former Presidential Officers shall not be eligible for reelection to the office of President.

The Secretary and CEO shall send, ideally by 1 November, a final digital ballot form bearing all valid nominations for the Officers to all eligible voting members. Each member shall vote electronically for the nominees on the ballot. To be counted, a ballot must be received before the stated deadline. Ballots from members not in good standing shall be rejected. Tellers shall count the ballots and report the results to the Secretary and CEO, who shall first notify each nominee and then broadly announce the results through electronic and/or in print outlets.

Any nominee for the offices of President-Elect, Secretary, or Treasurer who receives a plurality of the votes cast for that office shall be declared elected. In case of a tie vote, a runoff election for that office shall be held until such time as a candidate receives a plurality of votes for that office.

Terms of Office. The term of President-Elect shall be one year beginning 1 July after the election. The person holding the office of President-Elect will automatically advance to the office of President for one year without intermediate election and then serve an additional one-year term as Past President. The one-year term of the President or President-Elect may not be renewed. The Secretary and Treasurer shall assume office on 1 July after the election and may serve up to two three-year terms in each office.

Vacancies. A vacancy in the office of President shall be filled by the President-Elect or the Past President, with the President-Elect taking precedence over the Past President. A vacancy in the office of the President-Elect, Secretary, or Treasurer shall be filled *ad interim* by one of the members of the BOD, until the next regular election, unless a President-Elect, Secretary, or Treasurer designate has already been elected by the Membership, in which case the elected individual will take office at the moment of the vacancy and will serve the remainder of that term followed by the full term to which he/she was elected.

CHIEF EXECUTIVE OFFICER

The BOD may appoint and compensate a Chief Executive Officer (the “CEO”). The BOD, or a committee of the BOD, shall be responsible for hiring and reviewing the performance of the CEO on an annual basis.

The CEO shall be an *ex officio* nonvoting member of the BOD, of the COMS, and of all Program Committees and shall be ultimately responsible for executing the strategic decisions of the BOD. The CEO works in close partnership with the BOD and COMS in mutual trust, forthrightness, and a common commitment to the mission of the Society.

The Chief Executive Officer (CEO) shall notify members of the date, time, and place for the Annual Meeting of the Membership, or for special meetings.

The CEO provides tools, support, and information for the BOD to govern. The CEO is in constant close communications with BOD members and is held accountable to the BOD.

Together with the President, the CEO is a key spokesperson and serves as an ambassador for the Society. The CEO supervises all staff and is responsible for the management of the Society headquarters and all day-to-day activities.

The CEO shall carry out duties as prescribed in a written job description agreed to by the CEO and the BOD or committee of the BOD.

In addition, the CEO:

- Ensures, Secretary, that vacancies in volunteer positions are filled and that the election process is on track
- Identifies, in collaboration with the BOD, trends and opportunities in membership, operations, management, and strategic opportunities for the Society
- Although not responsible for the scientific content of the activities of the Society, is versed in the scientific trends and the scientific opportunities identified by the COMS
- Is a thought leader who provides leadership to the Society and is appreciated and respected in the nonprofit, government, and industry worlds
- Makes the Society visible and significant to the broad community
- Shares the vision of the BOD with staff and helps them identify goals in their purview to implement the general vision and the Society’s strategic plan
- Approves and signs, or delegates the authority to approve and sign, grants, contracts, and agreements
- Is a good steward of Society resources
- Is responsible for hiring staff and holding them accountable
- facilitates all relationships among the Society’s governing bodies

BOARD OF DIRECTORS

The BOD has the primary fiduciary responsibility for governance and the exercise and assignment of power of authority for the Society. It is the highest governing body of the Society and oversees all other bodies and functions. The BOD’s role includes:

- Setting the strategic direction and upholding the objectives of the Society
- Authorizing policy matters

- Directing fiduciary, legal, and business decisions
- Hiring and overseeing the work of the CEO
- Upholding the strategies and measuring progress through objectives
- Ensuring that the Society's property, funds, and affairs are handled in conformity with the Bylaws and within the Articles of Incorporation of the Society under the statutes of the District of Columbia (D.C.)
- Approving an annual budget

The BOD delegates to the COMS the role of identifying trends in science and suggesting programs that best capture and serve the future of microbial sciences and its workforce and reserves for itself the role of approving them. The BOD delegates to the CEO responsibility for leading and managing operations. The BOD does not operate as an "outside examiner" of the Society; rather, it supports the roles of the COMS, Program Committees, and CEO in a constructive partnership. The role of the BOD is to govern, while the COMS is responsible for scientific activities and the CEO is responsible for implementation and operations.

Broadly defined characteristics of an exceptional board include, but are not limited to:

- Works in constructive partnership with the COMS, Program Committees, and CEO
- Is mission driven, articulating a compelling vision to ensure congruence between decisions and core values
- Sets the strategic direction, engaging in discussions and deliberations which affect the Society's direction in the long run
- Presents a culture of inquiry, respect, and debate that leads to sound strategic decisions
- Is independent-minded, putting forward the interests of the Society before anything else
- Develops a culture of transparency, ensuring that members and all stakeholders have access to appropriate and accurate information regarding finances, operations, and outcomes
- Adheres to the highest standards of integrity by managing conflicts of interest and establishing appropriate mechanisms of oversight
- Is a careful steward of the Society's resources, by linking bold visions and plans to appropriate financial prudence
- Is results-oriented, measuring and evaluating the performance of various bodies and programs without managing them directly
- Operates under best practices in fulfilling its governance duties
- Evaluates its own actions for continuous learning and improvement
- Revitalizes itself through planned turnover and inclusiveness based on diversity at all levels (gender, race, geography, sexual orientation, scientific discipline)

In concert with the broadly defined characteristics of an exceptional board, a Director should:

- Be an individual who is a leader in the field of microbial sciences as viewed by his/her peers and has a stake in microbial sciences;
- Be an individual who is selected for this role on the basis of his/her skills in governing and has experience and competencies in this arena;
- Be familiar with ASM bylaws and governance structure, in particular with the roles and responsibilities of key components of the organization, such as the BOD, COMS, and CEO;
- Consider the needs of the entire organization, not the specific region or section from which he/she was elected;
- Understand the decision process and chain of command for both the volunteer leaders and the headquarters staff;

- Maintain respect for other Directors and their opinions; the BOD should be a place where it is safe to disagree without being disagreeable. Once decisions are made, though, the BOD speaks with one voice, and responsible Directors do not publicly voice their dissent with decisions made by the BOD;
- Study and become knowledgeable about all subjects on which a decision is needed;
- Know when and how to present views on policy or issues, knowing that the BOD needs to function as a group that makes decisions and is not simply a discussion forum;
- Set personal goals as a volunteer leader in support of the Society's mission and strategic plan; and
- Set personal priorities to ensure attention to all communications and attendance at all BOD meetings.

Fiduciary Functions and Responsibilities of the BOD. According to D.C. law, members of the BOD are the Directors of the corporation. There are specific legal obligations and responsibilities that accompany the privilege of service as a Director (see “Liabilities of Directors” below).

Under D.C. law, the following actions require the approval of the membership on the recommendation of the Board:

- adoption of an Amendment to the Articles of Incorporation;
- adoption of a resolution for merger or consolidation of the corporation;
- the sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property or assets; and
- the voluntary dissolution of the corporation

Nature of Director's Duties. A Director's duties are both personal and fiduciary in nature. A fiduciary is a person who stands in a special relationship of trust, confidence, or responsibility in obligation to others. As a fiduciary, a Director must exercise corporate power for the good of the Society rather than to satisfy a personal agenda or to serve as a representative for a particular group of colleagues. In this regard, Directors are not "owners" of the Society but rather serve as custodians and governors.

The responsibilities of the position may not be transferred to any other person, and proxies may not be used by a Director to permit another person to substitute at a meeting or vote on behalf of the Director.

Three Duties of Directors. The first is the absolute duty of loyalty, which requires the avoidance of conflicts of interest. Thus, Directors may not seek personal gain or to benefit another person or entity through service on the BOD. The duty of loyalty includes the obligation to maintain as confidential BOD discussions and information presented to the BOD in executive session or otherwise identified as being confidential. The second is the duty of care, which requires all Directors to keep informed of the facts pertaining to the Society's activities through regular attendance at the BOD meetings and thoughtful review of pertinent information. The third is the duty of obedience to the mission and purpose(s) of the organization.

Standard of Care. Directors are required to exercise the same degree of care in governing the activities of the Society that an ordinary prudent person would exercise under the same or similar circumstances. This duty carries with it several requirements.

Having fulfilled the duty of loyalty and the maintenance of the requisite degree of attention to corporate affairs, Directors are expected to make reasonable and prudent judgments based on the information available to them. Directors may rely upon the advice and guidance of professional staff and outside experts, but they must continuously fulfill their duties of loyalty, inquiry, knowledge, and prudence expected of any persons charged with such responsibilities. These duties are to be observed not because of

possible liability for failure to do so but because they are the appropriate standard of care to be expected of persons managing the affairs of a corporation that is not their own.

Liabilities of Directors. Directors must recognize that there are potential liabilities associated with service. Directors could be subject to actions filed by persons dissatisfied with corporate decisions and actions. Such actions arise from concerns that Directors have not exercised reasonable prudence and business judgment. In such instances, Directors may be personally liable for failure by the association to meet the requisite standard. Although there are limitations upon liability in D.C. law, as well as indemnification provisions in the Society's Bylaws and insurance for Directors and Officers, these safeguards do not protect against gross negligence or intentional misconduct. The best protection against personal liability is observance of the proper standard of care.

Composition. The BOD shall consist of no fewer than 14 and no more than 18 Directors, including the CEO, who is an *ex officio* member without a vote. It will comprise the 5 Officers—President, President-Elect, Past President, Treasurer, and Secretary—as well as a minimum of 8 and a maximum of 12 at-large Directors, all of whom will be elected by a simple plurality of votes received from the Membership, with the exception of two at-large Directors who are members of the Council on Microbial Sciences and who will be elected by the Council on Microbial Sciences. Except for the CEO, all members of the BOD shall be entitled to one vote each. Other persons may be invited to speak or attend as needed but without the privilege of voting.

Election of Directors. Directors shall only serve a maximum of two terms unless they are elected an Officer of the Society. Directors will serve staggered terms. An election will be held each year to fill vacating terms. The Nominating Committee shall put forward a slate which includes at least two candidates for each position to be filled. When possible, a slate of paired candidates should be considered. Newly elected Directors shall assume office on 1 July following election unless filling a vacancy. Directors are required to be Members of the Society in good standing. Candidates for all BOD seats will be selected by the Nominating Committee, with write-in candidates allowed. Write-in candidates may be made by a petition to the Nominating Committee with the signatures of at least 250 members in good standing by August 1 prior to the election year. Although technically possible, to allow diversity and inclusiveness in leadership roles, Directors who already served two terms should not be permitted to serve again at a later date. With the exception of the two representatives from COMS, no one can serve both BOD and COMS with voting rights.

Meetings. The BOD shall meet at least three times per year, with at least one face-to-face meeting. Meetings may be conducted in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Action may be taken without a meeting of the BOD if all Directors consent to the proposed action in writing.

Quorum. A quorum of the BOD shall consist of a majority of the total number of BOD members then in office.

Manner of Acting. (i) Meetings. The act of the majority of the BOD present at a meeting at which a quorum is present shall be the act of the BOD unless a different proportion is specified by the Bylaws or governing law. Any or all members of the BOD may participate in a meeting of the BOD by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. (ii) Mail/Facsimile Transmission Voting. Unless specifically directed by a specific provision of the Bylaws, the BOD may take action by mail. On any mail vote, no less than a majority of all BOD members must cast a ballot to constitute a valid action. An affirmative vote of a majority of those voting

shall be necessary to adopt the measure, unless a greater proportion is required by law or the Bylaws. In the event of a tie vote, the President shall cast the tie-breaking vote.

Vacancies. Any vacancy on the BOD with respect to an elected Director may be filled by vote of the BOD for the remainder of such Director's term, provided that the person so elected must have been qualified for election to such BOD seat at the time that the original term began. In addition, D.C. law provides that any vacancy occurring on the BOD shall be filled by the BOD, unless the Articles of Incorporation or Bylaws provide otherwise, in which case the Bylaws or Articles shall control.

Removal. In general, as provided in the Bylaws, the Members of the Society have the right to remove any Director they have elected and the COMS has the right to remove any Director that it elects. As provided in the District of Columbia Nonprofit Corporations Act, the BOD may remove any Director who:

- (1) Has been declared of unsound mind by a final order of court;
- (2) Has been convicted of a felony;
- (3) Has been found by a final order of court to have breached a duty as a Director under part C of this subchapter;
- (4) Has missed the number of BOD meetings specified in the articles of incorporation or bylaws (three consecutive meetings), if the articles or Bylaws at the beginning of the Director's current term provided that a Director may be removed for missing the specified number of BOD meetings; or
- (5) Does not satisfy at the time any of the qualifications for Directors set forth in the articles of incorporation or Bylaws at the beginning of the Director's current term, if the decision that the Director fails to satisfy a qualification is made by the vote of a majority of the Directors who meet all of the required qualifications.

BOARD OF DIRECTORS STANDING COMMITTEES

Formation. The BOD may appoint committees to act for the BOD for special purposes, designating their duties and powers in their appointment. The BOD may also appoint or designate members of the Society to serve as *ex officio* members of standing committees without voting rights as deemed appropriate.

Standing Committees. Standing Committees of the BOD shall include but are not limited to the following Committees: Appointments, Audit, Council of Past Presidents, Ethics, Executive, Finance, Governance, and Nominating. With the exception of roles of elected Officers specified below, members and chairpersons of Standing Committees are recommended by the Appointments Committee and approved by the BOD. Unless otherwise stated in the Bylaws, members of Standing Committees shall be appointed for a three-year term and may be reappointed for one additional term.

- ***Appointments Committee.*** The Appointments Committee is responsible for appointments that do not require an election. This includes the chairs and members of the Program Committees and Standing Committees of the BOD. The Appointments Committee does not appoint the Chair of the Board of Governors of the American Academy of Microbiology. The Appointments Committee is composed of the President-Elect, as Chairperson, and three or more members, of which at least two need to be members of the BOD. The CEO serves as an *ex officio* nonvoting member of the committee. The Chair serves for one year, not renewable; Committee members serve for three years, renewable once.

- ***Audit Committee.*** The BOD shall appoint an Audit Committee consisting of five members, preferably not Officers or Directors of the Society or otherwise directly involved in the business management of the Society. At least one member must be a financial expert. Following each fiscal year, the Audit Committee shall review the audit of the Society's financial statements with the Society's auditors and submit a written report to the BOD, which shall include recommendations on fiscal management issues. The Audit Committee shall recommend approval of the audit to the full BOD. Because of the special nature and mandate of this committee, Finance Director shall serve as staff liaisons to provide the Committee what it needs to discharge its duties but not engage as Committee members or as *ex officio*. The CEO can be present as needed by the Committee, but just like the Finance Director he/she shall not engage as a Committee member or as *ex officio*. The Chair and Committee members serve for three years, renewable once.
- ***Council of Past Presidents.*** The Council of Past Presidents (CPP) comprises the 10 most recent past presidents and serves as an advisory committee to the BOD. The immediate Past President serves as chair of the CPP. The CPP is charged with reviewing and making recommendations to COMS regarding nominees for Honorary Membership and other matters deemed appropriate for the group.
- ***Ethics Committee.*** The BOD shall appoint an Ethics Committee consisting of four to seven members specified by the BOD. The Ethics Committee shall focus on public policy issues surrounding misconduct in research and oversee matters involving Member noncompliance with the Society's code of ethics. The Chair and Committee members serve for three years, renewable once.
- ***Executive Committee.*** The Executive Committee consists of the President, President-Elect, Past President, Secretary, and Treasurer, with voting rights, and the CEO *ex officio*, without voting rights. The President serves as chair of the Executive Committee. The Executive Committee shall carry out its duties as provided in the Bylaws and, subject to applicable provisions of DC law and the Articles of Incorporation, act on behalf of the BOD. The Executive Committee is responsible for acting on ordinary matters and should not establish or set policies on its own. Any actions taken by the Executive Committee are reported back to the full BOD at the following meeting of the BOD.
- ***Finance Committee.*** The Finance Committee is composed of the Treasurer, as Chairperson, and three or more members, of which at least two need to be members of the BOD; the CEO serves *ex officio*, without a vote. All Finance Committee members must be Members of the Society in good standing. The Finance Committee shall be responsible for financial, accounting, budgetary, dues, and similar affairs of the Society. The Finance Committee shall advise the BOD regarding the annual budget, the management of Society funds, and other financial matters. The Chair and Committee members serve for three years, renewable once.

The Finance Committee will review the annual budget (including capital outlays) prepared by staff and then submit it to the BOD for approval.

The Finance Committee shall require adequate accounting of funds received into and disbursed from the treasury of the Society.

Annual dues in the Society shall be recommended by the Membership Committee, after consultation with the Finance Committee, and subject to the approval of the BOD.

- An Investment Subcommittee will be a subcommittee of the Finance Committee and shall advise the Finance Committee regarding the Investment Policy in the context of the Society's overall budget and long-term financial vision. The Investment Subcommittee is composed of the Treasurer, as Chairperson, and at least three or more members who need not be members of the BOD or the Society. The CEO serves *ex officio*, without a vote. The Chair and Subcommittee members serve for three years, renewable once.
- ***Governance Committee.*** The BOD shall appoint a Governance Committee, consisting of such persons as the BOD may specify. At least every three years, the Governance Committee shall be responsible for reviewing the effectiveness of governance structures and processes, including the Articles of Incorporation and Bylaws of the Society and the Policies and Procedures Manual of the Society and for making recommendations to the BOD and the COMS of any appropriate changes. The Chair and Committee members serve for three years, renewable once.
- ***Nominating Committee.*** The Nominating Committee is responsible for nominations of elected positions. The Nominating Committee will put forth a slate for each position on the BOD and for at-large positions on the COMS. All slates will include at least two candidates for each position; membership will vote for one of each of the candidates. When possible, the Nominating Committee should put forward slates of paired candidates.

On the advice of the BOD, the Nominating Committee may put forward nominations for additional members of the BOD and/or recommend a reduction in the number of members to the BOD within the limits set by the BOD.

The Past President will serve as Chair, and the Committee will include two members appointed by the BOD plus six members appointed by the COMS to be broadly representative of perspectives on the COMS. The COMS appointments may be sitting or former COMS members. All Nominating Committee members, except the Chair, shall serve a single two-year term. The Chair serves a single one-year term. The CEO serves as an *ex officio* nonvoting member of the committee.

Society Representatives. The Society may also appoint individuals to serve as representatives to other organizations or at certain special events. These representatives shall be nominated by the President and approved by the BOD for a specified term.

Responsibilities of Committee Members and of Representatives. The charges to and responsibilities of committee members or representatives shall be clearly defined in writing at the time of the appointment and may be amended from time to time by the BOD.

Appointment of Committee Members and of Representatives. Appointments of committee members and representatives shall be made for specified terms, but the terms shall be staggered to provide for new members and maintain continuity.

Vacancies. Any vacancy of a committee member, other than the Chair, shall be nominated by the respective committee Chair, approved by the Appointments Committee, then approved by the BOD

COUNCIL ON MICROBIAL SCIENCES

The Society's scientific affairs shall be conducted through the Council on Microbial Sciences (COMS), which advises the BOD on scientific matters coming before the COMS and from other groups within the Society.

Functions. The COMS serves six main functions:

- Is the “creative mind” of the Society that generates and deliberates on microbial sciences-related ideas, issues, and programs. The COMS has its radar screen set to scan the horizon to detect and anticipate trends in the science
- Informs and advises the BOD on scientific opportunities and threats, suggesting policies, actions, and programs that need to be taken or initiated to advance the microbial sciences
- Works in partnership with the BOD and seeks BOD approval for resources for scientific programmatic activities deemed a priority by the COMS
- Works in partnership with BOD, CEO, and staff to explore feasibility and implementation of programs
- Identifies and makes recommendations to the BOD for discontinuation of scientific programs deemed no longer essential for the future of microbial sciences
- Considers petitions to charter Branches and Divisions/SIGs at the programmatic level, and submits to the BOD for fiduciary review and approval

Six broadly defined characteristics of an exceptional COMS to be considered include, but are not limited to:

- Is broadly representative of the microbial sciences and the various components of the Society in all its scientific, ethnic, gender, cultural, and geographical components
- Is composed of elected members who are recognized for their scientific and professional achievements and are leaders in their profession
- Is visionary regarding the future of microbial sciences and speaks authoritatively
- Is focused on the long-term horizon of the science, professional practice, and educational affairs
- Works in partnership with the BOD, CEO, and staff to ensure that ASM allocates attention and resources to anticipate opportunities which will grow and advance the microbial sciences
- Works in partnership with committees and staff to ensure the feasibility and implementation of proposed programs

Committees of the COMS will be generated and populated by processes identified in policies and procedures established by the COMS itself. The COMS shall adopt, and may amend from time to time, policies and procedures in the scientific interest of the Society, provided that such policies and procedures shall not be inconsistent with the Articles of Incorporation, Bylaws, or Policies and Procedures Manual of the Society. The COMS shall publish and make generally available to the membership any such policies and procedures in effect at any time.

Composition. The COMS will consist of elected Councilors from Branches and Divisions/SIGS, at-large Councilors, and Program Committee Chairs, all having one vote each. In addition, the Officers, the Chair of the American Academy of Microbiology (AAM) Board of Governors, and the CEO shall serve *ex officio*, without a vote. An individual is prohibited from simultaneously serving in more than one voting position on COMS.

Councilors are required to be Members of the Society in good standing. The COMS will elect a Vice Chair each year to serve a one-year term. The Vice Chair position will automatically ascend to the position of the Chair of the COMS to serve a one-year term. If that person is no longer a member of COMS, he or she will be admitted into COMS for the purpose of serving.

The voting members of the COMS are as follows:

- 35 Branch Councilors
- 27 Division Councilors
- 8 Division Interdisciplinary Councilors
- 10 At-large Councilors
- Program Committee Chairs
- Chair and Vice Chair of COMS

Election of Councilors. The COMS shall establish, and may from time to time amend, rules and procedures governing the election of Councilors by Branches and Divisions/SIGs, including the number of Councilors to be elected by Branches and Divisions/SIGs, respectively, provided, however, that the total number of Councilors elected by Branches and Divisions/SIGs shall be equal in number.

Currently (2018), there are 35 Branches and 27 Divisions. Each Branch and Division will elect one representative to COMS (Branch and Division Councilors). To ensure the equal number of Branch and Division representatives on COMS, each year a Nominating Committee of COMS Division Councilors (4-5 members, broadly representative of the Divisions) will be appointed by the COMS Chair and Vice Chair to develop a slate of 12-14 interdisciplinary candidates in consultation with Division Councilors. These interdisciplinary candidates will be on a ballot, and all Division members will vote for eight. The eight candidates (or in the future the appropriate number needed to achieve balance) who receive the most votes will be elected as Division Interdisciplinary Councilors with voting rights on the COMS. These collective Division Interdisciplinary Councilors are distinct from the 10 at-large members identified by the nominations process and elected by all ASM members. To ensure balance, every five years the numbers of Branches and Divisions/SIGs will be assessed to adjust the number of candidates elected.

For the election of the at-large members, the ASM Nominating Committee shall put forward a slate which includes at least two candidates for each position to be filled. When possible, a slate of paired candidates should be considered.

Councilors shall be elected for a three-year term, renewable once, and may not continue to serve unless they are elected to serve as Chair of the COMS. Councilors will serve staggered terms. An election will be held each year to fill vacating terms. Newly elected Councilors shall assume office on 1 July following election. The composition of Councilors and the balance of representation will be reviewed and determined by the COMS every five (5) years.

Ex officio members of the COMS, having privileges of the floor but without the right to vote, shall include the Officers, the Chair of the American Academy of Microbiology Board of Governors, the CEO, and staff directors. Additional persons may be invited by the COMS without vote.

COMS shall elect two COMS members to also serve as voting members of the BOD and as links between the BOD and COMS. These positions will be three-year staggered terms on the BOD. A COMS-elected BOD member must serve simultaneously as an *ex officio* member on COMS. These positions do not need to be held by the COMS Chair and Vice Chair.

Meetings. The COMS shall meet at least one time per year face to face during the ASM Microbe meeting or at other times and places as is deemed necessary. The COMS can meet virtually using electronic technology.

Quorum. A quorum of the COMS shall consist of a majority of the total number of voting Council members then in office.

Manner of Acting. The act of the majority of the members of the COMS present at a meeting at which a quorum is present shall be the act of the COMS unless a different proportion is specified by the Bylaws or governing law. Meetings may be conducted in person or by telephone or other form of communication so long as everyone can be heard; the COMS may also conduct business by mail or e-mail.

Vacancies. Any vacancy of a Branch or Division/SIG Councilor shall be filled with the nomination of another individual from that Branch or Division/SIG. A vacancy of an at-large member or of a Division Representative will be filled by a vote of the COMS for the remainder of such term, provided that the person elected is qualified for election. A vacancy of the Chair of the COMS will be filled by the Vice Chair. A vacancy of the Vice Chair of the COMS will be filled by a vote of the COMS, provided that the person elected is qualified for election.

Removal. In general, as provided in the Bylaws, the membership of COMS has the right to remove any member it elects.

PROGRAM COMMITTEES

The Society shall have Program Committees, which shall have certain ongoing duties and responsibilities. Program Committees shall establish subcommittees or ad hoc committees, as needed, to assist in fulfilling these duties and responsibilities. Other Program Committees may be established or changed by the BOD or on recommendation of the COMS and approval by the BOD.

Composition. Voting members of the Program Committees will consist of its Chair and the Chairs of its subcommittees. Executive Staff, staff directors, and representatives from other Program Committees may serve *ex officio* without a vote.

Each major activity within the purview of the Program Committee shall be organized with a subcommittee consisting of a Chair and at least three additional members.

Program Committees may establish *ad hoc* committees and appoint *ad hoc* committee members without approval by the Appointments Committee or the BOD, for a term of not more than one year.

Appointment of Program Committee Chairs. Chairs of Program Committees, except for that of the American Academy of Microbiology, shall be recommended by the Appointments Committee and approved by the BOD.

Term. Program Committee Chairs shall be appointed for a three-year term and may be reappointed for one additional three-year term as chair and may not serve concurrently as a Program Committee Chair, editor in chief, editor, BOD member, or voting member of a subcommittee under his or her jurisdiction.

The exception is the Journals Committee: The Journals Committee Chair serves a three-year term, renewable twice (three terms total). Journals Committee Editors-in-Chief (aka members) serve a five-year term, renewable once (two terms total).

Meetings. Program Committees shall meet at least one time per year. Program Committees can meet virtually using electronic technology.

Quorum. A quorum shall consist of a majority of the total number of voting members.

Manner of Acting. (i) Meetings. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Program Committee. Meetings may be conducted in person or by telephone or other form of telephonic communication, and the business of the Program Committee may be conducted by mail or e-mail.

Activities of Program Committees shall be reported and presented annually in writing by the Committee Chair to the BOD.

Vacancies. Any vacancy of a subcommittee member, other than the Chair, shall be nominated by the respective subcommittee Chairs, approved by the Committee Chair, who then recommends approval by the Appointments Committee.

Current Program Committees

American Academy of Microbiology. The American Academy of Microbiology (Academy), composed of Fellows, is organized to promote professional recognition and to foster the highest scientific and ethical standards among microbiologists in service to science and the public. The Academy's mission is to recognize excellence in the microbial sciences; foster awareness of advances in microbial sciences and the potential contributions of these advances to human welfare; provide accurate, science-based information about critical issues in microbial sciences; and identify and convene experts to consider and advise on issues related to microbial sciences. The Academy aims to serve as a resource for the Society's members, for other operational units of the Society, for organizations that support microbial sciences research, and for the public.

ASM Press Committee. The ASM Press Committee strives to work with the microbial sciences community and serve this community with top-quality information sources in all fields of microbial sciences. ASM Press publishes reference manuals, textbooks, research monographs, and electronic products of the highest quality.

Clinical and Public Health Microbiology Committee. The Clinical and Public Health Microbiology Committee's (CPHM) mission is to promote and advance the practice of clinical and public health microbiology.

Communications Committee. The core purpose of the Society's Communications Committee is to engage, inform, and excite about our science.

Education Committee. The Education Committee and its subcommittees govern the Society's objective for the improvement of education in microbial sciences and related subjects. The Education Committee's mission is to (i) promote access, excellence, professional development, and advancement in microbial sciences education; (ii) promote community among microbial sciences students, postdoctoral scientists, educators, researchers, and practitioners; and (iii) lead microbial sciences education worldwide.

Journals Committee. The Journals Committee governs the Society's objective for planning, organization, and administration of publications.

Meetings Committee. The Meetings Committee and its subcommittees govern the Society's objective for the promotion of scientific knowledge of microbial sciences and related subjects through discussions and reports. The Meetings Committee's mission is to advance science, educate and strengthen our community, and expand our reach.

Membership Committee. The Membership Committee and its subcommittees govern the Society's objective for the promotion of scientific knowledge through membership activities. The Membership Committee strengthens member recruitment and retention through communication and enhancement of the value of membership in the Society.

Public and Scientific Affairs Committee. The Public and Scientific Affairs Committee (PSAC) and its subcommittees govern the Society's objective for the stimulation of scientific investigations. PSAC serves as the public policy arm for the Society, reaching out to inform and influence public policy affecting the microbial sciences, clinical microbial sciences, and public health. The PSAC interacts with government officials; representatives of industry, including food, drug, health care, and environmental sectors; and other organizations concerned with health, safety, environmental, and other issues involving the microbial sciences.

INDEMNIFICATION PROVISIONS

The BOD shall indemnify any person against costs reasonably incurred, if such person is or was a director, officer, employee, or committee or board member or any other duly designated representative of the Society, and if such person is or was a party (or is threatened to be made a party) to any threatened, pending, or completed action or proceeding by reason of the fact that such person is or was a duly designated representative of the Society, provided such person acted in good faith and had no reasonable cause to believe that such conduct was wrongful. However, no indemnification or advance shall be made in cases of willful misconduct, gross negligence, or reckless disregard of the duties of one's office, or where such indemnification would be inconsistent with a provision of the Articles of Incorporation, Bylaws, any condition expressly imposed by a court approving a settlement, or the laws of the District of Columbia.

The termination of any proceeding by judgment, order, settlement, conviction, plea of *nolo contendere*, or otherwise shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Society, or that the person had reasonable cause to believe that such conduct was unlawful, or that such person is not entitled to indemnification pursuant to above.

No indemnification shall be made in an action brought by or in the right of the Society where the person shall have been adjudged to be liable to the Society in the performance of duties owed to the Society, or of amounts paid in settling or otherwise disposing of any proceeding brought by or in the right of the Society.

To the extent that a person has been successful on the merits in defense of any proceeding referred to above, the person shall be indemnified against expenses actually and reasonably incurred in connection therewith.

Expenses incurred in defending any proceeding may be advanced by the Society, if authorized by the BOD, prior to the final disposition of such proceeding upon receipt of an agreement, by or on behalf of the person, to repay such amounts unless it is ultimately determined that the person is entitled to be indemnified as authorized herein.

BENEFITS OF SERVING ON AN ASM COMMITTEE

Accepting appointment to a committee provides the ASM member with the opportunity to:

- **Influence** ASM's role in specific and general areas of microbial sciences;
- **Make** a personal contribution to the conduct and enhancement of ASM's programs and services;
- **Develop** personal relationships with other ASM members with similar interests; and
- **Keep informed** of activities of the ASM and of other organizations working with the ASM.

ACTIONS AND RESPONSIBILITIES OF A COMMITTEE CHAIR

The specific *functions* and *responsibilities* of the committee chair include the following:

- **Lead** the committee in identifying goals and objectives based on the ASM strategic plan;
- **Assign** individual responsibilities for achieving committee's objectives;
- **Keep** up-to-date on progress of all assignments;
- **Plan, conduct, and follow through** on meetings;
- **Provide input to** staff director on the annual budget for committee's programs;
- **Prepare** required annual report, including follow-up on strategic plan goals and objectives, for submission to COMS and the Board;
- **Understand** the relationships with other committees and with the ASM governing bodies;
- **Understand** the role of staff and its relationship to the committee; and
- **Evaluate** on a regular basis the purpose and effectiveness of the committee.

COMMITTEE COMPOSITION

The term of appointment to a committee is for three years, with reappointment for a maximum of one additional term.

Factors to consider in appointing committee members are:

- Staggered terms for members to provide continuity;
- Representatives of academe, industry, and other areas of employment as appropriate for the committee's charge;
- Members from historically underrepresented groups
- Members from different geographical areas;
- Early-career scientists members;
- Reappointment of experienced, contributing members; and
- Selection of ASM members who have volunteered their services and expertise if appropriate for committee's charge.

A committee's membership should include persons with the unique areas of expertise necessary to achieve the committee's charge within the ASM Strategic Plan.

A committee member may be asked to step down or not be reappointed for failure to fulfill the obligations assumed with committee membership.

QUALIFICATIONS FOR COMMITTEE MEMBERSHIP

Committee members, as well as committee chairs, must be qualified to ensure their participation is productive for the ASM as well as a source of satisfaction and pride for themselves.

Qualifications

- An ASM member in “good standing”
- A demonstrated interest in the ASM and its programs
- High ethical standards—no possible conflict of interest
- Excellent professional reputation among peers
- Both ability and willingness to make personal sacrifices to participate in committee's programs and meetings
- Excellent communication skills, both person-to-person and in meetings
- Ability to work cooperatively as a team member
- Leadership and administrative qualities

FUNCTIONS AND RESPONSIBILITIES OF A COMMITTEE MEMBER

Among the major *functions* and *responsibilities* of a committee member are:

- Acceptance of and follow through on all assignments from chair;
- Prompt acknowledgment of all communications from chair and co-committee members, including notification of availability for meetings, conference calls, etc.;
- Attendance at all committee meetings;
- Review of agenda prior to each meeting to enable active participation; and
- Understanding of and respect for others' ideas or conflicting viewpoints, particularly in development of position or policy statements.

COMMITTEE OPERATIONS

Successful committee operations take planning, preparation, and organization. Headquarters staff are available at all times to advise, assist, or seek outside assistance as appropriate for all committees.

Objectives

Specific objectives for each committee must be clearly understood by the members and by the organization within the ASM to which the committee reports.

Policies

The committee members must be familiar with the policies of ASM—the charge to the committee, the scope of authority, and the limitations on funds.

Also, the working relationship between the committee members and staff must be clear. Members need to know what to expect from staff; staff need to know what is expected of them by members. To facilitate this working relationship, the committee members must understand the basic operations of the ASM headquarters offices that support their activities.

Reports (*See also Minutes of Meetings, below.*)

Each committee must submit reports at various times, at the request of the BOD or COMS on a specific charge or program, or a final report if an *ad hoc* committee.

Each report should be brief, preferably one page, include all recommendations or actions approved by the committee, and include the highlights of the period of time covered. If the report consists of recommendation for action by a governing body, or of committee action taken, the objective must be clearly stated. Background information may be needed to clarify the subject and the justification for decisions made.

A report involving recommendations by two or more committees must be prepared as a joint report. Joint reports should clearly indicate agreement or disagreement of each committee and be submitted with background information and justification for the opinions stated.

PREPARATION FOR COMMITTEE MEETINGS

Agenda

- The agenda may be prepared by the committee chair or by the committee chair and a staff member. The list of subjects and schedule of presentations must allow sufficient time for items that may require discussion, but also take time restrictions into consideration.
- The final agenda with supporting materials should be e-mailed to all committee members well in advance of the meeting. The agenda should include the date, location (city and hotel), schedule of meals and breaks, and time of opening and adjournment.

Background Information

- A brief history of the committee or its previous activities, the latest report, and any policy decisions currently under consideration should be sent to each member of the committee along with an agenda. This information offers all members a review of recent actions and informs new members about the committee.

Dates and Times

- Provide the members several dates from which to select the one most convenient for them. The selection can then be made to accommodate the most members.
- Notify all members of the time and place as far in advance as possible, and how to make their arrangements for attendance. Let them know if they or staff make reservations for hotel, and, if the committee members do, give them explicit instructions for making their hotel reservations.

MEETING MANAGEMENT CHECKLIST

The following checklist can help the chair conduct an effective meeting, maintain time control, and give recognition to all participants.

- ✓ Start on time.
- ✓ Introduce each participant, or give participants an opportunity to identify themselves.
- ✓ State the objectives of the meeting.
- ✓ Keep members on the agenda item under discussion.
- ✓ Give recognition to each member. This can be accomplished by repeating, or paraphrasing, the member's comment, or by asking for comments from others on the agenda item.
- ✓ Direct questions to members who are silent, or ask for their opinion.
- ✓ If one or more members seem to be dominating the discussion, ask for their cooperation or give them a special assignment relating to the subject under discussion.
- ✓ If the meeting seems to be dragging, or if you sense apathy or boredom, call a brief recess. Or, in advance, have arranged for a mid-session coffee break.
- ✓ Have an approximate time limit for each agenda item and adhere to it as much as practical.
- ✓ Adjourn the meeting on schedule, tabling any incomplete items or assigning them to committee members for recommendations either for a future meeting or for a mail vote.

MINUTES OF MEETINGS

Properly prepared, minutes consist of summary statements of the proceedings of a meeting, not a verbatim transcript. Minutes can serve several purposes:

- to provide an official record of actions taken and decisions made during the meeting
- to pinpoint responsibilities assigned to individuals
- to satisfy legal requirements for records
- to maintain an historical record
- to communicate the results of the meeting to a wider audience

The names of the people present are listed, usually alphabetically by first letter of the last name, either in column or paragraph form, with the chair listed first. If appropriate, title or position and organization are noted next to each name. Depending on custom, members not present are listed as "absent" or "excused." Guests or other participants who are not regular members are listed separately and identified.

If minutes of the last meeting were reviewed, any corrections that were made are noted, together with a statement that the minutes were approved as written or amended.

Those persons responsible for writing minutes must focus on action items. Do not include either material describing accomplishments (unless they relate directly to an action item) or information from outside sources.

Each item is reported in the order in which it was discussed during the meeting. The item heading should be set apart from the text. The heading should be brief and should identify the subject of the discussion.

The narrative under a subject title is written in sentence form and generally contains the following elements:

- source of the item (i.e., who introduced the subject for discussion);
- reason for its being brought up (e.g., information to be shared, question to be resolved, proposal to be reviewed);
- major points of information (e.g., points of view expressed, alternatives considered, motions made);
- record of assignments made, including all pertinent data (i.e., who is to do what and when, and any

- specific guidelines or directives given for the task);
- exact identification of any documents distributed or discussed; and
- conclusion or resolution of each item (e.g., decisions reached, assignments made, results of any vote).
- Note the time that the meeting adjourned.
- Note the date, time, and place for the next meeting, if set.
- Sign the minutes as recorder.

ELECTIONS

Elected Officers, At-Large Board Directors, and At-Large COMS Councilors

With respect to nominations, the Nominating Committee shall put forward a slate which includes at least two candidates for each position to be filled, with the exception of the Secretary and Treasurer. When possible, a slate of paired candidates should be considered. An incumbent Secretary or Treasurer who is eligible for, and willing to serve, a renewed term can be nominated as the sole nominee by the Nominating Committee, unless the Nominating Committee, after consulting with the BOD, decides not to nominate the incumbent.

On or about November 1, an email with a link to the final ballot developed by the Nominating Committee shall be sent to all ASM members in good standing. A postcard shall be mailed to those who do not have an email address.

APPOINTMENTS

Program Committees and Standing Committees of the BOD

Members and Chairs of Standing Committees and Chairs of Program Committees are recommended by the Appointments Committee and approved by the BOD. Unless otherwise stated in the Bylaws, members and Chairs of Standing Committees and Chairs of Program Committees shall be appointed for a three-year term and may be reappointed for one additional term. The BOD does not approve Program Committee members.

The exception is the Journals Committee: The Journals Committee Chair serves a three-year term, renewable twice (three terms total). Journals Committee Editors-in-Chief (aka members) serve a five-year term, renewable once (two terms total).

Standing and Program Committee Chairs

The following steps are taken after the end of a term (June 30) for Chairs:

December

- The CEO's Office requests input from Standing and Program Committees via staff directors for suggested new Chairs for Standing and Program Committees who have Chairs with terms ending June 30 of the following year
- The Appointments Committee reviews the list of potential Standing and Program Committee Chairs submitted by the CEO's Office
- If the Appointments Committee decides that the appointments/reappointments are appropriate, their approval is communicated to the CEO's Office
- If the Appointments Committee decides that the appointments/reappointments are not appropriate, procedures for appointment of other individuals are initiated.

January

- After approval by the Appointments Committee, the CEO's Office submits the list to the BOD for approval
- After approval by the Board, the CEO's Office communicates the approval to staff directors

The steps for appointment of the Chair, Board of Governors of the American Academy of Microbiology, are based on the process outlined in the American Academy of Microbiology's Bylaws.

Standing and Program Committee Members

The following steps are taken after the end of a term (June 30) for members:

February

- The CEO's Office identifies all Standing and Program Committee members whose terms will expire on June 30 of the current calendar year.
- The CEO's Office sends the list to the relevant staff directors with a request to obtain a list from their respective Standing and Program Committees of new or reappointed members for a second term if applicable.
- The Standing and Program Committee Chairs approach their potential appointee to confirm a willingness to serve if approved.
- Staff directors send a final list of new or reappointed members to the CEO'S Office.

March

- The CEO's Office compiles the lists of new/reappointed Standing and Program Committee members and sends to the Appointments Committee for approval.
- After approval by the Appointments Committee, the CEO's Office notifies the Program Committee Chairs and staff directors of approval or rejection of any or all nominees, indicating the reason for any rejection, with a copy sent to the Secretary.
- The Standing Committee members are sent to the Board for approval by the CEO's Office
- The Standing and Program Committee Chairs write letters of appointment.

April

- The Secretary oversees development of a Table of Organization by the CEO's Office based on information received from the Standing and Program Committee Chairs and Appointments Committee.

ORGANIZATION

The Society shall be organized into the following major groups: American Academy of Microbiology, Branches, Divisions/SIGs, and non-BOD committees and representatives. Specific rules of governance for each of these major groups are provided here.

American Academy of Microbiology

An American Academy of Microbiology shall be composed of a group of Society members and nonmember affiliates, all known as Fellows, organized to promote professional recognition and to foster the highest scientific and ethical standards among microbiologists in service to science and the public. The Academy shall establish separate bylaws for its governance, subject to approval by the BOD of the Society. The Academy shall have a Board of Governors elected by the Fellows. The chair shall be elected

by the Fellows of the Academy in accordance with the Bylaws of the Academy. The Academy may separately assess dues and fees.

Branches

As part of its aim to promote research activities and contacts among scientists with specialized knowledge in different fields of learning, the Society shall encourage the formation of geographic Branches. Branches will have an obligation to promote, at the local level, the mission and the general objectives of the Society, including its goals of interdisciplinary contacts among research workers interested in microbial sciences and education of the general public and future microbiologists.

Formation. A Branch may be chartered by the COMS in response to a petition signed by at least 25 Full Members in good standing who reside within a geographical region. The geographical limits of each Branch shall be arranged with the chair of the Membership Committee and approved by the COMS. There shall not be a geographical territorial overlapping of Branches.

Branches may sponsor Student and/or Postdoctoral Chapters within their geographical territorial limits by presenting to the COMS a petition asking permission to establish the Chapter and by assuming responsibility for oversight of and assistance to the Chapter. Upon approval by COMS, the constitutions and bylaws are submitted for approval by the BOD.

Branches may assess dues and shall manage their own funds and shall make rules for their own governance. Copies of the constitution, bylaws, and other guidelines of each Branch must be transmitted upon adoption or amendment to the chair of the Membership Committee.

A Branch shall forfeit its title and rights as a Branch for failure to comply with the provisions of the Bylaws.

Composition. Each year the secretary of a Branch, or a chosen Branch Officer, must certify the number of members in the Branch to the chair of the Membership Committee. A Branch failing to maintain 25 Full Members for two successive years shall forfeit its title and rights as a Branch.

A Branch may include in its membership persons other than members of the Society, but such persons shall not be elected as Branch officers. Non-members of ASM may have voting privileges in the Branch, except they are not eligible to vote for, or serve as, the Branch Councilor on COMS.

Nominations. Branches shall nominate their own officers and committee chairs/members under the rules established for their own governance.

Elections. Branches shall elect their own officers and committee chairs/members under the rules established for their own governance.

Officers and Standing Committees. Each Branch shall transmit annually, to the chair of the Membership Committee, the names of officers within three weeks after their election, but no later than 1 December, and shall notify the chair of the Membership Committee promptly of any changes.

Vacancies. Any vacancy of a Branch officer shall be filled with another individual from that Branch for the remainder of the term, as determined by the Branch bylaws.

Meetings. Each Branch must have at least one meeting annually within its territorial limits or with one or more other Branches.

Divisions/SIGs

As part of its aim to promote research activities and contacts among scientists with specialized knowledge in different fields of learning, the Society shall encourage the formation of Divisions or Special Interest Groups (“Divisions/SIGs”).

Divisions/SIGs may be chartered by the BOD with the goal of being able to adapt to current and future changes in the sub-disciplines of the microbial sciences. Divisions/SIGs will have an obligation to promote the Society’s goals of interdisciplinary contacts among research workers interested in microbial sciences and education of the general public and future microbiologists.

Formation. A Division/SIG may be chartered by the BOD in response to a petition by a group of at least 300 total ASM members in good standing (the total of 300 members includes those declaring either a primary or secondary membership in the division, but does not include student members). Upon obtaining Division/SIG status, those members petitioning to create a new Division/SIG will be transferred to equivalent primary or secondary membership in that new Division/SIG.

Divisions/SIGs may assess dues and shall manage their own funds and shall make rules for their own governance. Copies of the charter and other guidelines of each Division/SIG must be transmitted upon adoption or amendment to the chair of the Membership Committee.

A Division/SIG shall forfeit its title and rights as a Division/SIG for failure to comply with the provisions of the Bylaws.

Composition. Each year the Division/SIG must certify the number of members in the Division/SIG to the chair of the Membership Committee. A Division/SIG failing to maintain 300 total members for two successive years shall forfeit its title and rights as a Division/SIG.

A member may indicate annually a preferred Division/SIG affiliation and thereby may vote for the officers of the specified Division/SIG. Division/SIG affiliation shall remain in effect until the member chooses to transfer to another Division/SIG.

A member may indicate annually one secondary non-voting Division/SIG in the member record or included with the dues notice. Secondary Division/SIG membership will count towards the minimum 300 total members needed to maintain a Division/SIG in good standing. Secondary membership shall not provide privileges for selection of Division/SIG officers or Division/SIG Councilors. Members may hold elective office only in their primary Division/SIG.

Nominations. Divisions/SIGs shall nominate their own officers and committee chairs/members under the rules established for their own governance.

Elections. Divisions/SIGs shall elect their own officers and committee chairs/members under the rules established for their own governance.

Officers and Standing Committees. Each Division/SIG shall transmit annually, to the chair of the Membership Committee, the names of officers and standing committee chairs/members within three weeks after their election, but no later than 1 December, and shall notify the chair of the Membership Committee promptly of any changes.

Vacancies. Any vacancy of a Division/SIG officer shall be filled with the nomination of another individual from that Division/SIG for the remainder of the term.

Meetings. Each Division/SIG must have at least one meeting annually.

ASM DEPARTMENTS

ASM headquarters (HQ) staff play a crucial role in the Society, being responsible for all day-to-day operations in implementing the strategies identified by the BOD in consultation with the COMS. The CEO is responsible, and the ultimate supervisor, for all staff at HQ, and he/she is the only one reporting to the BOD, which supervises no staff other than the CEO. Volunteers need to be aware of and adhere to this management structure as they assume their responsibilities.

The Society's executives, staff directors, and other employees undertake management, operation, and program services. Also, staff serves as liaisons to Program Committees in the following structure, noting that Program Committee Chairs do not have a supervisory role for staff, with the only exception being the BOD for the CEO.

American Academy of Microbiology

The American Academy of Microbiology is responsible for the administration of awards granted by the ASM and management of colloquia.

ASM Press

ASM Press is the book publishing division of the American Society for Microbiology. The ASM Press publishes a broad selection of content, including textbooks, references, monographs, and general interest titles that are used as the foundational texts in colleges and universities and as reference materials in laboratories and governmental agencies around the world. ASM Press also publishes *EcoSal Plus* and *Microbiology Spectrum*, periodicals that review focused microbial sciences topics.

Clinical and Public Health Microbiology

The Clinical and Public Health Microbiology Committee promotes and advances the practice of clinical and public health microbiology and is the clearinghouse for these issues. It achieves its mission by offering professional certification, online education and mentoring, accreditation of postgraduate training programs, development of evidence-based guidelines, and monitoring of issues that impact the practice and profession—coding, reimbursement, personnel standards and workforce.

Communications and Marketing Strategy

Communications has responsibility for public relations and publicity activities of the Society and directs press room activities at ASM-sponsored meetings. Marketing strategy for the Society is also overseen in this unit.

Education

Education develops and conducts programs that support both student and faculty development through fellowships, online publications, conferences, workshops and institutes, and networking opportunities.

Finance

Finance is responsible for controlling ASM's assets, paying vendors, collecting from customers, maintaining the accounting records, preparing periodic tax and information returns, and preparing internal and external financial reports.

Human Resources and Administration

Human Resources and Administration includes the human resources functions for ASM HQ, including payroll and general services and management of the headquarters building and facilities.

Information Technology

Information Technology provides data processing services, technology assessment, and information analysis to ASM staff. IT provides support for all of ASM's financial applications as well as for centralized office software and other specialized applications.

Journals

Journals has responsibility for all manuscripts from submission through publication.

Meetings

Meetings is responsible for the development and management of program content for ASM's major meetings and the Conferences program. Meetings is also responsible for event design, marketing, logistics, exhibits, registration, and housing for all meetings and conferences sponsored or co-sponsored by the ASM.

Member Engagement

Membership Engagement is responsible for all membership services, e.g., branch and division activities, and membership promotion and retention. Subscription fulfillment includes processing of all ASM membership applications, membership renewals, and subscriptions to all ASM periodical publications.

International Affairs is responsible for ASM's international activities, e.g., international requests for assistance, international fellowships and grants, the LabCap program, and diverse international initiatives.

Office of the Chief Executive Officer

- The CEO is responsible for all staff.
- The CEO oversees all programs, operations, and activities performed by ASM staff and volunteers in accordance with the Society's articles of incorporation, Bylaws, strategic plans, and the policies and procedures set by the volunteer leaders of the Society.

Public and Scientific Affairs

Public and Scientific Affairs monitors legislative, regulatory, and other governmental issues and activities that impact science, particularly microbiology; keeps the BOD and its committees informed and advises them on courses of action; and follows through on approved positions and assists in the formal preparation of positions.

Strategic Alliances

The Strategic Alliances department is responsible for developing, managing, analyzing, and executing ASM's partnership relationships, with the goal of leveraging these relationships to build sustainability for the future.

ARCHIVES

Archives shall be maintained for the collection, preservation, and display of historical materials relating to the Society.

CLEARANCE PROCEDURES FOR PUBLIC POLICY STATEMENTS

Public Policy Issues

Based on the Bylaws, the BOD proposes and implements policy through its subcommittees. BOD members should be responsive to issues brought to their attention by staff and forward information to headquarters staff as quickly as possible.

It is the usual procedure for the PSAC staff, with the approval of the CEO, to develop policy statements in consultation with the PSAC. The PSAC Chair may assign one or more members of the committee oversight for developing statements in response to public policy initiatives such as legislation or regulations. Draft responses are reviewed by the committee chair; the full committee, if necessary; and the PSAC Chair.

For responses that implement policy previously approved by the BOD or PSAC, the PSAC Chair, in consultation with the PSAC Staff Director and the CEO, will be the final reviewing official, and after consulting with the PSAC, if necessary, will issue a statement on behalf of ASM. Whenever possible, the President and the CEO will be the senior signatory on documents, followed by the PSAC Chair and relevant subcommittee chair.

If in the opinion of the PSAC Staff Director and/or PSAC Chair new policies are being proposed, or if there is a significant legal or financial consequence of a previously approved policy, the responses will be cleared with the appropriate Officers of the Society and the CEO and, if time permits or circumstances warrant, by the BOD. On issues requiring new policy where there is a need for an immediate response, statements are transmitted by electronic communications to the CEO and Executive Committee and then reviewed for approval or disapproval. Where time is not of the essence, new policies will be brought by the usual route to the BOD for deliberation.

Direct Communication with Congress or the Administration

As noted above, communication of ASM policy is conducted through the PSAC. There may be occasions when other programs of the Society will want to meet with or invite members of Congress, their staff, or senior Administration officials. An example is an invitation to attend ASM meetings as a speaker or guest at a reception. To ensure that proper procedures are followed, the unit proposing to extend the invitation must inform the PSAC in advance and review the circumstances. Prior approval by the PSAC is required.

Informing the Membership

ASM members are informed either through *Microcosm* magazine, through the use of Legislative Alerts, or through communications to key congressional correspondents. Reports of the PSAC's activities and policy statements are printed in *Microcosm* magazine to keep members informed. Alerts on legislative and regulatory issues are sent to specially designated ASM members who are directly affected. The PSAC has developed a list of key congressional correspondents, organized by state and congressional district, who are on short notice to communicate with their members of Congress when legislative action is imminent.

ADVOCACY AND LOBBYING ACTIVITIES

The Society's lobbying activities are restricted by its tax-exempt status, and no substantial part of the Society's revenues can be spent on influencing legislation. As required by the Lobbying Disclosure Act of 1995 (LDA), the Society discloses all activities and expenditures defined as lobbying in periodic reports to the Secretary of the Senate and Clerk of the House of Representatives.

Those Society employees who qualify as lobbyists under the LDA must be registered. The LDA states “The term ‘lobbyist’ means any individual who is employed or retained by a client for financial or other compensation for services that include more than one lobbying contact, other than an individual whose lobbying activities constitute less than 20 percent of the time engaged in the services provided by such individual to that client over a six month period.”

The Society complies with the requirements of the Honest Leadership and Open Government Act of 2007, which prohibits nonprofit organizations from providing gifts, honoraria, and travel for members and employees of Congress and for some Administration officials (political appointees) and requires that nonprofit organizations certify that all employees are in compliance with the law. The Office of Public Affairs must file additional reports that certify that ASM employees are in compliance with the following gift, meal, and travel rules.

FINANCIAL POLICY

The Society’s general financial goal is to minimize costs to the member, subject to absolute requirements for liquidity and solvency, while providing maximum benefits in the form of products and services.

Tax exempt status—As a scientific and educational organization, the Society qualifies as a corporation exempt from federal income under Section 501(c)(3) of the Internal Revenue Code. The Society may not engage in any activities that would jeopardize its tax-exempt status. Such activities include intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, performing substantial lobbying activities, and engaging substantially in any activity not related to the fulfillment of its scientific and educational purposes. No part of the net income to the Society shall inure to the benefit of, or be distributed to, its elected Officers or other persons, except that reasonable compensation may be paid to employees for services rendered in furtherance of the objectives listed in the Society’s Bylaws.

Solvency. The Society intends to maintain at all times a strategic reserve fund that is equivalent to no less than 50 percent of annual operating expenses to defray the ongoing expenses of major programs and to permit restructuring of those programs in the event of severe economic conditions. This reserve is not to include funds specifically designated through precedent or commitment to the support of specific programs (e.g., Travel, Fellowships, Colloquia, and the Society Fellows). The purpose of the Society investment policy is to ensure that the strategic reserve fund provides, at a minimum, financial return several percentage points higher than inflation.

Liquidity. The Society intends to maintain a liquidity ratio (ratio of current assets to current liabilities) of no less than 3:1, measured at fiscal year-end. The Society’s objective is to minimize short-term cash accumulation and to seek the highest possible return while preserving principal.

Revenue. The Society’s annual revenue targets are set such that they:

- Cover all operating expenses from operating revenue so as not to require the use of income or principal from the strategic reserve fund;
- Support the expansion of existing programs or the introduction of new programs without bringing either solvency or liquidity levels below minimums; and
- Pay back short-term debt (e.g., line of credit)

Net Operating Income. Although financial results will vary based on changing economic conditions, periods of expansion and consolidation, and market pressures, the Society's net operating income goal is 3% to 5% of total operating revenue for any fiscal year. The Society's goal is to provide sufficient funds on an annual basis to (i) offset the impact of inflation on the strategic reserve fund, (ii) maintain the strategic reserve fund at a level that is no less than 50 percent of annual operating expenses, and (iii) take into account unanticipated expenses or revenue shortfalls. Investment income, including interest and dividends, is excluded from net operating income. The Society has established the following guidelines to meet the net operating income goal:

- All programmatic expenses, including direct expenses and indirect expenses, will be allocated to the program so that the total cost of each program can be determined.
- Operating revenue will be budgeted to generate operating net income growth in proportion to expense growth.
- Revenue programs (Journals, Meetings, ASM Press, and Membership) will endeavor to exceed their annual net operating income target of 3% to 5% of budgeted operating revenues for any fiscal year.
- Membership dues rates should be set at levels that will result in dues revenue that covers the total direct and indirect membership services expenses.
- Programs that directly benefit individual microbiologists (e.g. workshops, conferences, and certification) must be priced so that the consumer pays all expenses relating to the product or service.
- All programs are expected to operate in a fiscally prudent manner. Increases in an ongoing program that exceed inflation should be justified in the same manner as new programs.
- Pricing decisions for products and services should provide value for members while remaining competitive with the market, recognize a differential between members and nonmembers, and be sensitive to general economic conditions and membership perception.
- Budget targets are independent of expenses for research and development, which are intended to identify and market new products.

Role of the Finance Committee. The Finance Committee acts on behalf of the BOD, and its activities are guided by the need to maintain sound and proper auditing procedures, timely financial reports, and responsible justification of resources utilized. The Finance Committee will not dictate programmatic decisions within any program or activity but will determine the appropriate allocation of the Society's resources based upon the Strategic Plan in consultation with the COMS, making recommendations to the BOD for decisions.

FINANCE AND BUDGET INFORMATION

Annual Budget. Annually, the Society prepares a budget for the following fiscal year based on projected revenues and expenses. The budget provides a financial roadmap for the allocation of resources and a guide for monitoring and controlling expenditures.

The annual budget development process typically begins in February, when the BOD meets to set the Society's strategic priorities based on input from the COMS, program committee chairs, and staff directors. Staff, after also receiving input from the Finance Committee, reports back to the BOD on implementation, feasibility, and resource implications of the Society's strategic priorities at its spring/summer meeting. Then the Finance Department, in collaboration with the CEO and Treasurer, develops budget targets that allocate resources (including head counts) to departments based on the BOD's strategic priorities.

The draft budget is developed with input from staff directors who work in close partnership with program committee chairs, after seeking input from the appropriate advisory groups, subcommittees, stakeholders, and others as needed. Operating budget proposals are submitted to the Finance Department in late summer. If applicable, a capital budget and/or a request for strategic reserve funding are included in the submission. The CEO and Director of Finance review each department's budget proposal, then meet with staff directors, individually, to discuss their proposed budget, suggesting changes as they deem necessary. The CEO submits a Society-wide budget proposal to the Finance Committee for review and vote in late September/early October.

The Finance Committee reviews the CEO's proposed budget, focusing on the soundness of the proposed budget in terms of consistency with the Society's financial policy and alignment with the BOD's strategic priorities. Depending on the budget requests (e.g., new program, large capital request), the Finance Committee may request to meet with the staff director and/or program committee chair to discuss their department's budget proposal. The staff director and/or program committee chair may also request a meeting with the Finance Committee to discuss their budget proposal. The Finance Committee then votes on the proposed budget and recommends approval to the BOD as is or with adjustments.

The BOD is ultimately responsible for approving a budget that aligns with the strategic priorities and available resources, and is consistent with the fiscal policies contained in the Society's Bylaws and Policies and Procedures Manual. The BOD votes on the proposed budget in late October/early November.

Implementation and Monitoring. Departments are responsible for authorizing expenditures within their approved budget, monitoring actual performance against the approved budget, and providing explanations for budget variances to Finance on a quarterly basis and for preparing revised budget forecasts on a quarterly basis. Departments are expected to make programmatic adjustments necessary to ensure that they operate within their approved budget.

Financial Reporting. Upon closing the books each month, Finance prepares and distributes a report of revenues and expenses, by department and by program, to each department. The report includes budget-to-actual results for the month and fiscal year to date. Departments use these reports to monitor performance against budget, to ensure that revenues and expenses are properly coded, and to prepare revised forecasts.

Ex-Budget Requests. Requests by departments to make unbudgeted expenditures, whether the result of a new program/activity or an overrun of approved budget item, are submitted to Finance for approval. All such requests must be approved by the CEO. Requests for unbudgeted expenditures, the approval of which would result in total unbudgeted expenditures exceeding 0.25% of total approved budgeted expenses for the fiscal year, must be approved by the Treasurer. Requests for unbudgeted expenditures, the approval of which would result in total unbudgeted expenditures exceeding 1% of total approved budgeted expenses for the fiscal year, must be approved by the Finance Committee.

ASM HEADQUARTERS STAFF COMPENSATION STRATEGY

In order to establish and ensure competitive compensation, ASM HQ staff salaries are compared on an annual basis to national and local salary surveys that reflect the pay levels of equivalent work in the major trade and professional associations in the Washington metropolitan area. The comparison is made at the median level (50th percentile) of the selected surveys.

There is a single salary schedule that includes all ASM HQ staff. Salary ranges are structured to reflect the median salaries in the competitive market. The midpoint of each salary range represents the adjusted median salary level for equivalent work. A minimum salary level, approximately 20% below the established midpoint, is established for each salary range. A maximum salary level is established at a similar percentage, (20%), above the midpoint to limit the amount that the Society will normally pay for any position.

The Society's target is to pay all employees, on average, at a level that is equal to the midpoints of the salary ranges. The salaries of individual employees may be higher or lower than the midpoint of the salary range to take into account the skills, experience, performance, or other relevant work-related factors pertaining to the individual.

INVESTMENT POLICY

Purpose

This statement sets forth the policy governing the management of the American Society for Microbiology's (ASM) investment portfolio (the "Portfolio").

Investment Objective

The Portfolio exists to support ASM's operations and to ensure its continued existence, as outlined in its Articles of Incorporation, By-Laws and other governing documents. ASM seeks to earn a long-term real rate of return that is greater than the spending rate, per the Strategic Investment Policy, plus inflation, net of fees, while recognizing that capital preservation is of the utmost importance.

Time Horizon

Investment guidelines are based on an investment time horizon of greater than 10 years.

Risk Tolerance

ASM's risk tolerance is best described as 'Moderate' to reflect ASM's desire to preserve capital while achieving higher returns over its investment time horizon.

Strategic Investment Policy

ASM may utilize up to 4.5% of the Portfolio's average market value for the previous three complete fiscal years (e.g., 2018 would be based on the Portfolio's average balance for the period 2014 – 2016) to support operations annually. Strategic Investment Policy transfers will be liquidated annually and transferred to ASM's bank account.

Investment Style

Assets will be allocated between active and passive managers based on the ability to identify active managers who can add value net of fees/expenses. In making investment recommendations to the ASM Investment Subcommittee (the "Subcommittee"), the investment advisor will present options for both active and passive managers or indicate if either is not available.

Management and investment decisions about an individual asset shall be made not in isolation but rather in the context of ASM’s investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the Portfolio and to ASM.

Leveraging or Margining

Direct leveraging or margining of assets shall be prohibited.

Liquidity

At least 75% of the fund must be invested in liquid assets.

Asset Allocation

The Portfolio will be diversified both by and within asset class to reduce risk and to provide reasonable assurance that no single security, or class of securities, will have a disproportionate impact on the performance of the Portfolio’s total value. Each investment manager will be responsible for establishing and maintaining the asset allocation strategy for their individual portfolio and shall have the discretion to determine their portfolio’s individual security selections. It is expected, however, that each investment manager will utilize a stable asset allocation strategy and not engage in tactical or market-timing asset allocation decisions.

The mix of assets in the Portfolio should be maintained as follows (percentages are of the Portfolio’s total market value):

Asset Class	Minimum	Target	Maximum	Benchmark
Equities	35%	50%	70%	MSCI ACWI
U.S. Equity	10%	30%	40%	S&P 500
International Equity	10%	20%	40%	MSCI ACWI ex U.S.
Fixed Income	20%	27%	50%	BarCap Multiverse
U.S. Fixed Income	10%	19%	40%	BarCap U.S. Aggregate
International Fixed Income	0%	8%	25%	BarCap Multiverse
Alternative Investments	0%	20%	25%	HFRI Fund of Funds
Cash and Cash Equivalents	1%	3%	10%	Citigroup 3 Mo T-Bill
TOTAL	N/A	100%	N/A	

Asset Classes

Investments are to be invested in a portfolio of securities managed by a professional investment firm(s) and through direct investment in index funds or exchange traded funds (ETFs). Permissible investments, which may include individual securities or pooled investment vehicles, are as follows:

Equities

Equities provide long-term capital appreciation. Equity holdings may be in developed or emerging markets and should comprise a total exposure to the asset class that is diversified by geographic region, economic sector, industry, and market capitalization.

Fixed Income Securities

Fixed Income Securities provide current income to support operating cash flow and to create some measure of diversification. As a result, both credit quality and preservation of principal are core emphases of this allocation.

Alternative Assets

Alternative Assets shall include the following:

Hedge Funds and Managed Futures – These assets represent a style that is different from traditional, long-only funds. They are expected to have low correlations with other traditional investments in the Portfolio and therefore help to diversify the overall fund and enhance risk-adjusted returns. Hedge Funds will typically comprise two categories: long/short equity funds and Absolute Return strategy funds, either of which may include fund of fund structures or direct investments in single funds.

Private Equity – Permissible investments include leveraged buyout funds, venture capital funds, growth capital funds, special situations, and mezzanine capital funds. Private equity is an illiquid investment class generally having a ten-year lifespan. Given their illiquidity, private equity investments are expected to provide at least 5% additional return beyond that of publicly traded equities. ASM may also consider investments in Secondary Funds. These are funds that purchase existing partnership units from distressed sellers at attractive prices in exchange for liquidity. Secondary funds provide the ability to enhance vintage diversification.

Real Estate – Permissible investments include publicly traded Real Estate Investment Trusts (REITs) and non-publicly traded investments in real properties. Publicly traded REITs will be considered as part of the Alternative Assets allocation because they have historically shown more sensitivity to interest rate movements than other publicly traded equity investments. Both public and private Real Estate investments are intended to provide low correlation to other investments in the Portfolio and therefore help to diversify the overall fund and enhance risk-adjusted returns.

Commodities – Commodities serve as an inflation hedge, have a relatively low correlation with U.S. equity returns, and provide capital appreciation. Typically a portfolio will have exposure to metals (such as gold, platinum and copper) energy (such as crude oil and natural gas) and agricultural commodities (such as corn, soy and wheat.) It is permissible to invest in these types of commodities through ETFs or Managed Futures. ASM will not directly invest in commodities nor will it take physical possession of any commodity.

Cash and Cash Equivalents

It is generally expected that each investment manager will remain fully invested in equity or fixed income securities; however, cash may be held in any investment manager's portfolio at the investment manager's discretion. Cash reserves shall be held in one of the custodian's money market fund, short-term maturity Treasury securities or other high quality money market instruments such as commercial paper rated A-2, P-2 or better. Investment managers will be evaluated based upon the performance of their total fund relative to the appropriate index benchmark, regardless of the amount of cash equivalents held during any performance measurement period.

Portfolio Rebalancing

An asset class allocation that is either above or below the permissible range by no more than 5% solely as a result of market appreciation or depreciation does not require any action to rebalance the Portfolio. However, no transactions are permitted that would further the amount by which the asset class is above or

below its permissible range. When market changes move the asset class allocation outside the permissible range and the manager(s) elects not to rebalance the Portfolio, the Subcommittee must be informed in the next report to the Subcommittee of the under-over allocation and the rationale for not rebalancing. The Subcommittee, at its discretion, may require the manager to rebalance the Portfolio.

Investment Subcommittee

The Subcommittee is composed of the ASM Treasurer, as Chairperson, and at least three or more members who need not be members of the ASM Board of Directors or of ASM. The ASM CEO serves ex officio, without a vote. The Chair and Subcommittee members serve for three years, renewable once.

Investment Advisor

The Subcommittee will engage an investment advisor to implement the investment strategy outlined in this policy statement. The investment advisor does not have discretion over investment decisions for the Portfolio.

The investment advisor will be chosen based on a variety of factors, including:

- Services offered
- Experience with portfolios of similar size and objective
- Experience with other nonprofit organizations
- Past performance
- Process for determining investment strategy and selecting investment managers
- Monitoring and reporting practices
- Fee structure

The investment advisor's initial term is assumed to be no more than five years. The Subcommittee will evaluate the investment advisor's performance prior to the end of their initial term. Examples of criteria on which the investment advisor will be evaluated will include their ability to:

- Report performance in a clear and transparent manner
- Explain details of performance
- Produce positive returns relative to benchmarks
- Proactively communicate with the Subcommittee and management
- Prioritize providing sound advice over selling products
- Manage risk

Investment Managers

The Portfolio will utilize a multi-manager structure of complementary investment styles and asset classes to invest the Portfolio's assets. Investment managers will be chosen based on a variety of factors, including:

- Past performance
- Consistency of performance
- Level of risk taken to achieve results
- Investment style
- Discipline
- Key personnel turnover
- Likelihood of future investment success

The Subcommittee may retain additional investment managers, as needed, to diversify the Portfolio by investment style, asset class, and management structure to enhance the probability of the Portfolio achieving its long-term investment objectives. The Subcommittee must approve the addition and termination of all investment managers.

The performance of each investment manager is measured versus a fully invested market index, or combination of market indexes, representative of the investment manager's investment style, asset allocation, and risk level. Each investment is expected to outpace the relevant benchmark, measured on a compound average annual return basis, net of fees, over a full five-year market cycle.

The Subcommittee will monitor the Portfolio's performance on a quarterly basis and evaluate each investment manager's contribution toward meeting the investment objectives. In the event an investment manager's performance falls below its stated benchmark for three successive quarters, a written explanation from the investment manager will be required. The request will be made by the investment advisor.

The Subcommittee, with assistance from the investment advisor, will monitor each investment manager's performance for purposes of evaluating their success in achieving ASM's investment objective. The Subcommittee acknowledges that most investments go through cycles; therefore, it is understood that there will be times when the investment objective is not met or when some investment managers fail to meet performance targets.

The Subcommittee will scrutinize an investment manager more closely if:

1. A material event occurs that affects the ownership or capital structure of the investment management firm or the management of the account,
2. A material change in the investment manager's senior investment, marketing, or administrative personnel occurs,
3. The investment manager begins to drift materially from the intended investment style at the time the manager was engaged, or
4. The investment manager consistently underperforms the stated benchmarks.

Corrective actions may include termination of an investment manager; however, the Subcommittee will not, as a general rule, terminate an investment manager on the basis of short-term performance. If the organization is sound and the firm is adhering to its investment style and approach, the Subcommittee will allow a sufficient interval of time over which to evaluate performance. The Subcommittee will rely on the investment advisor to provide guidance as to the appropriate length of time to evaluate a manager's performance. The investment manager's performance will be viewed in light of the firm's particular investment style and approach, keeping in mind at all times the Portfolio's diversification strategy as well as the overall quality of the relationship.

Duties and Responsibilities

Investment Subcommittee

- Retain ultimate discretion over portfolio investment decisions
- Establish investment objectives, risk tolerance, time horizon, and policy guidelines and communicate the same to the appropriate parties
- Monitor asset allocation and asset rebalancing activity among asset classes and investment styles
- Approve investment managers recommended by the investment advisor
- Hire third-party investment professionals to assist with Portfolio oversight

- Meet with investment advisors at least four times per year, by phone or in person, to review Portfolio performance
- Provide a verbal or written update on the status of the Portfolio at each Finance Committee meeting
- Evaluate the performance of investment advisors when deemed appropriate, but at least once every five years
- Ensure investment advisors and managers are complying with this policy
- Review the investment policy statement at least once every two years and recommend changes to the Finance Committee, as needed
- The Subcommittee, ASM Management, and the Investment Advisor shall monitor the Portfolios' investment fees and expenses on a regular basis, to ensure that fees are reasonable.

Investment Advisor

- Assist the Subcommittee in developing a long-term investment strategy, including strategic asset allocation targets and acceptable ranges around the long-term targets by which the investments are to be managed, relevant investments and Portfolio benchmarks, and active versus passive management
- Make recommendations to add or remove investment managers
- Rebalance the Portfolio within the permissible allocation ranges
- Recommend a tactical overweight or underweight to the long-term strategic targets, within the permissible ranges, as warranted by market conditions
- Provide monthly reports to the Subcommittee and ASM Staff detailing the month-end asset values and performance of investments to relevant benchmarks
- Provide monthly reports to the Subcommittee detailing the aggregate performance of the Portfolio compared to the policy benchmark
- Meet with the Subcommittee at least quarterly (typically twice in person and twice by conference call) to review the performance of the Portfolio and compliance with the investment guidelines
- Monitor and manage relationships with all investment managers
- Control investment expenses associated with the Portfolio
- Adhere to this investment policy statement
- Act in a fiduciary capacity on behalf of ASM and make every effort to preserve the assets of the Portfolio, protect the assets of the Portfolio from erosion due to inflation, meet the performance objectives of the Portfolio within the guidelines established by this policy, and monitor adherence to this policy

Investment Managers

- Invest assets in accordance with this policy and applicable laws
- Effect transactions with or through brokers or dealers that, in the investment manager's view, are capable of providing best price and execution of client orders
- Report, on a timely basis, monthly investment performance results
- Communicate any major changes in the economic outlook, investment strategy, and other factors that could affect ASM's investments
- Vote proxies on behalf of ASM, if requested
- Administer ASM's investments at a reasonable cost without compromising quality
- Keep the Subcommittee and investment advisor apprised of any material changes in the investment manager's outlook, investment policy, tactics, etc.
- Meet with the Subcommittee and investment advisor, as requested
- Promptly notify the Subcommittee and investment advisor of any material event that affects the ownership or capital structure of the investment manager; senior investment, marketing, or administrative personnel changes; or any material event that affects the management of ASM's investments

- At all times be registered as an investment advisor under the Investment Advisers Act of 1940, as applicable, and acknowledge in writing that they are a fiduciary with respect to the assets they manage
- Act in a fiduciary capacity on behalf of ASM and make every effort to preserve the assets of the Portfolio, protect the assets of the Portfolio from erosion due to inflation, meet the performance objectives of the Portfolio within the guidelines established by this policy, and monitor adherence to this policy

ASM Staff

- Assist the Subcommittee in discharging its duties and responsibilities
- Oversee the day-to-day administration and implementation of the investment policy and carry out decisions made by the Subcommittee
- Engage, and serve as liaison to, third-party investment professionals retained to assist with oversight and management of the Portfolio
- Ensure third-party investment professionals adhere to the terms and conditions of their contracts and have no material conflicts of interests with ASM
- Monitor third-party investment professionals' compliance with the investment policy statement
- Comply with accounting and auditing guidelines regarding due diligence and ongoing monitoring of investments

Ethics and Conflicts of Interest

The Subcommittee and ASM staff involved in the investment process are to refrain from any activity that could conflict with the proper execution of the investment policy, or which could impair their ability to make impartial investment decisions. Members of the Subcommittee, ASM staff, and third-party investment professionals are to disclose to the ASM Treasurer any material interests in financial institutions that conduct business with ASM and any personal financial/investment positions that could be related to the performance of the Portfolio.

Unrelated Business Taxable Income

All efforts will be taken to ensure that no investment will jeopardize ASM's 501(c)(3) tax exempt status. The generation of unrelated business taxable income ("UBTI") should be minimized if possible. Investments that have the potential to generate UBTI will be considered for ASM only if the contribution to the Portfolio is expected to outweigh the negative tax and accounting implications.

Approval

The Subcommittee will review this investment policy statement periodically to determine if any revisions are warranted by changing circumstances including, but not limited to, changes in financial status, risk tolerance, or changes involving the investment managers. All revisions proposed by the Subcommittee will be recommended to the Finance Committee for approval, which will recommend approval of the same to the Board.

GRANTS

Grants from private companies/organizations and federal and state agencies can provide the Society with the funding needed to carry out a project in support of its strategic initiatives. The Society staff will pursue grant funding when appropriate in support of Society program(s).

The Society is legally responsible for compliance with all terms and conditions of grants. This responsibility includes performance of the substantive work and scrupulous compliance with financial record-keeping and reporting requirements. Failure to fulfill such terms and conditions as set by the funding source may result in cancellation and imposition of penalties, including possible debarment from future awards and repayment of all funds.

TRAVEL EXPENSE REIMBURSEMENT POLICY FOR EMPLOYEES, VOLUNTEERS, AND OTHER NON-EMPLOYEE TRAVELERS

General

It is ASM's intent to allow for adequate accommodations for employees, volunteers, and other approved non-employee travelers (hereinafter referred to collectively as "Travelers") who are required to travel on behalf of ASM. Travelers are expected to use discretion and good judgment in spending ASM funds. For Travelers whose travel is funded by a federal grant, federal reimbursement policies supersede ASM's policies in the event of a conflict.

POLICIES

Meals and Incidental Expenses (Per Diem)

ASM will reimburse Travelers a per diem for meals and incidental expenses (e.g., tips for bellhops, skycaps, and hotel housekeeping) while on business travel. Applicable per diem rates are those published by the General Services Administration, for domestic travel, and the US Department of State, for foreign travel. Rates vary by location. The current published rates, which may change from time to time, are located at:

Domestic - <http://www.gsa.gov/portal/content/104877>

Foreign - https://aoprals.state.gov/web920/per_diem.asp

Consistent with federal rules, ASM will reimburse 75% of the daily per diem rate for the first and last calendar day of travel.

Receipts are not required for meals and incidental expenses incurred on a day for which a per diem is paid. The per diem will be paid regardless of the actual expenses incurred. Travelers are responsible for expenses incurred in excess of the per diem.

The total per diem is further broken down into specific amounts for breakfast, lunch, dinner, and incidental expenses. Travelers must prorate their per diem for meals that are provided free of charge or are otherwise paid for (e.g., provided by a vendor, included in a conference registration fee, provided by ASM, etc.).

Items such as hotel mini-bar charges and in-flight snacks/meals are covered by the per diem and are not separately reimbursable.

Corporate credit card holders should not use their corporate credit card to pay for meals covered by per diem.

Business Meals and Employee Welfare Meals

Departments may occasionally organize Business Meals (i.e., meals with outside guests, the purpose of which is to conduct ASM business) and Employee Welfare Meals (i.e., meals with other employees, the purpose of which is to improve morale, reward performance, etc.). Directors should use discretion and

good judgment when determining the number of these meals and the amount spent per meal. Published per diem rates should be used as a guideline for determining the reasonableness of the per person cost of the meal. The most senior ASM employee at the meal should pay the bill.

Itemized receipts are required for all Business Meals and Employee Welfare Meals over \$25 and the names of all attendees and the purpose of the meal must be noted on the expense report or the receipt.

The purchase and use of alcohol creates significant legal exposure for ASM and should therefore be kept to a minimum. Alcohol may never be charged to a federal grant.

Tipping is customary for most full-service meals and is therefore reimbursable; however, excessive (>20%) and/or unnecessary tipping will not be reimbursed.

Air/Train

All air and train travel must be booked through ASM's approved travel agent (ATC). Travelers are responsible for obtaining their supervisor's approval prior to making air or train reservations.

Travelers are expected to book air and train travel at the lowest possible coach class fare that reasonably meets their travel needs. Travelers may elect a higher coach class airfare in order to book a nonstop flight or to fly to an alternate airport (i.e., not a primary airport serving the traveler's departure or destination city) provided the additional cost is less than \$200 per round trip. Travelers should make every effort to purchase airline tickets at least three weeks in advance of their departure date to help ensure a lower airfare.

Business class and premium economy travel are generally permitted: 1) for Travelers who have a disability or special need (as authorized through the ASM HR department), 2) when no coach class alternative is available, and 3) for trips in excess of 14 hours (continuous flying time without a layover) when the traveler must "report to duty" within one day of arriving at their destination. All requests for business class and premium economy travel must be submitted to the Director of Finance for approval at least three days prior to making the reservation. Business class and premium economy are not permitted when the travel will be charged to a grant that explicitly prohibits business class or premium economy travel. First class travel is strictly prohibited.

Baggage charges that are reasonable and appropriate for the purpose and length of the trip are allowable. Charges for baggage that are personal in nature (e.g. golf clubs) are not allowable. Change flight fees are allowable if incurred for a legitimate business reason or for a personal emergency. ASM does not reimburse for optional airline charges, such as fees for early boarding, seat selection, and flight cancellation insurance.

Lodging

ASM will reimburse Travelers for the cost of a single occupancy room, plus all applicable taxes and fees, if the authorized travel is 50 miles or more from their home. The class of lodging must be reasonable and appropriate for the business purpose and location. Travelers should stay in standard rooms only. Suites and other upgraded rooms are unallowable unless the upgrade is provided at no additional charge to the traveler or a valid business purpose/reason exists and the expense is approved in advance by the Director of Finance.

Lodging per diem rates published by the General Services Administration and the US Department of State (as noted under "***Individual Meals and Incidental Expenses***") should be used as a guideline for the maximum nightly rate by location.

Other lodging charges (e.g., internet, parking, etc.) must be reported separately on their respective expense report lines and must comply with this policy to be reimbursable. The itemized lodging bill must always be included with the expense report.

When lodging is charged to an ASM master account, ASM will only pay for the cost of the room and all applicable taxes and fees. Travelers are responsible for paying for all other charges and requesting reimbursement for allowable expenses.

When exercise facilities are not provided for free by the hotel, exercise facility fees are allowable up to a maximum of \$15 per day.

Ground Transportation

ASM will reimburse Travelers for necessary ground transportation expenses (e.g., taxi, Uber, subway, etc.) incurred while out of town on ASM business as well as for local travel that is in addition to the Traveler's commute to and from ASM. For example, the cost of taking a cab from the office to an offsite meeting and back to the office is reimbursable because it is over and beyond the Traveler's daily commute between home and ASM.

Expenses incurred to commute between home and ASM on a normal business day are not reimbursable regardless of the mode of transportation used.

Limousines and other car services (not comparable to cab/taxi service or Uber) may not be used unless approved in advance by the Director of Finance. The cost must be a lower cost alternative to other ground transportation options (e.g., cab or taxi).

Tipping is customary for certain types of ground transportation (e.g. taxi/cab) and is therefore reimbursable; however, excessive (>20%) and/or unnecessary tipping will not be reimbursed.

Rental cars should be used only when no other suitable options exist. Pre-approval to use a rental car must be obtained by the department director, or by the Director of Finance in the case of a departmental director. Luxury, premium, and SUV class vehicles are prohibited. The cost of fuel for a rental car is an allowable expense.

Mileage Reimbursement

ASM will reimburse Travelers for use of their personal vehicle for ASM business. The reimbursement amount equals the total miles traveled over and beyond the normal commute multiplied by the allowable IRS rate. The "normal commute" is defined as the roundtrip mileage between the Traveler's primary residence and ASM headquarters. The IRS's standard mileage rate is subject to change from time to time. Finance will update the rate on the expense report whenever changes are made by the IRS.

Tolls & Parking

ASM will reimburse Travelers for all necessary tolls and parking expenses incurred while travelling on ASM business.

Phone, Data, and Internet

ASM will reimburse Travelers for the cost of phone calls, data charges, and internet/ASM network access deemed necessary to conduct ASM business while away from ASM headquarters. Travelers are expected to use the most cost-effective methods available.

Dry Cleaning/Laundry Service

With the exception of Travelers traveling internationally on a federal grant, ASM will reimburse for usual, reasonable, and customary laundry/dry cleaning expenses when travelling for 10 or more consecutive nights.

For Travelers traveling internationally on a federal grant, this expense is covered by the daily per diem and can therefore not be claimed separately.

EXPENSE PROCESS AND PROCEDURES

Expense Report

All Travelers must complete an *Employee/Volunteer Expense Report* (S:\Finance\Staff Documents\Expense Policy) to request reimbursement of ASM-related business expenses.

- Departments are responsible for ensuring volunteers and approved non-employee travelers have the most current version of the expense report and this policy.

Deadline

Approved expense reports must be submitted to Finance **within 30 days** of Travelers incurring the expense or returning from their trip. Finance may deny reimbursement requests submitted after 30 days.

Supporting Documentation

ASM must strictly adhere to the following documentation requirements to ensure expenses qualify as business expenses under the IRS's accountable plan rules:

- The amount, date, vendor name, and business purpose must be clearly documented for all expenses.
- Itemized receipts are required for all expenses over \$25 (except where noted otherwise).
- Credit card slips and credit card statements, by themselves, are not sufficient support for an expense.
- Support for taxi/cab/car fare expenses must indicate the date, pick-up location, destination, and purpose of the trip.
- Supporting documentation for multiple expenses reported together in a single line on the expense report (e.g., the fare for several taxi/cab rides in one day) must clearly reconcile to the expense report.
- Foreign currency invoices/transactions must be converted to US dollars prior to submission for reimbursement.
 - Cash purchases - Conversion rate must be supported by a published rate (e.g., xe.com, x-rates.com) for the date the charge was incurred.
 - Credit card purchases - Conversion rate must be supported by a rate published for the date the charge was processed by the credit card.
- Scanned copies of receipts are acceptable as long as they are legible.

Lost Receipts

If a receipt for an allowable expense has been lost or accidentally destroyed and a duplicate receipt cannot be obtained, a signed *Lost Receipt Declaration Form* (S:\Finance\Staff Documents\Expense Policy) must be submitted with the expense report.

Petty Cash

Travelers can obtain reimbursement of individual expenses under \$25 from Petty Cash, maintained by Finance.

Cash Advances

ASM employees can request a cash advance for expenses to be incurred while on business travel (including per diem). To obtain an advance, complete page 2 of the *Request for Travel Authorization* (S:\Finance\Staff Documents\Expense Policy) form, obtain departmental director approval, and submit the approved form to Accounts Payable for processing. Approved requests received in Accounts Payable by close of business Monday will be processed the following Wednesday.

Employees must report their use of cash advances within 30 days of returning from business travel. No new travel advances will be authorized until previous advances have been reconciled.

Exceptions

Requests for exceptions to this policy must be made in writing and approved by the Director of Finance. In most instances, the expected turnaround time for review and approval is three business days.

Consult the Director of Finance regarding the allowability of expenses not specifically addressed in this policy.

Table of Receipt Requirements

The following table summarizes the receipt requirement for each type of expense: Expense Item	Receipt Required
Baggage fees	Yes, if over \$25
Business meals	Yes, if over \$25
Change flight fees (non-personal)	Yes, if over \$25
Phone, data, & internet	Yes, if over \$25
Dry cleaning/laundry service	Yes, if over \$25
Employee welfare meals	Yes, if over \$25
Gas for rental car	Yes, if over \$25
Ground transportation	Yes, if over \$25
Lodging	Yes, if over \$25
Mileage	No
Mobile phone	Yes, if over \$25
Parking	Yes, if over \$25
Per diem	No
Rental car	Yes, if over \$25
Tips (not associated with another expense - e.g., taxi/cab)	Yes, if over \$25
Tolls	Yes, if over \$25

As noted under *Air/Train*, all air and train tickets should be booked through ASM's designated travel agency, in which case the charges will be billed directly to ASM. In the unusual event Travelers must pay for an air or train ticket and request reimbursement, a receipt is required if the charge is over \$25.

VOLUNTEER TRAVEL TO SOCIETY AND OTHER MEETINGS

BOD, COMS, and Standing Committees

The Society will reimburse volunteers for expenses incurred to travel to meetings of the BOD, COMS, and Standing Committees (e.g., Finance Committee, Audit Committee) that do not occur during the ASM Microbe meeting. For meetings that occur during ASM Microbe, which Society members are expected to attend, ASM will reimburse for any additional hotel nights required to attend governance meetings. Expenses will be reimbursed in accordance with the Travel Expense Reimbursement Policy. For ASM Officers, the Society will reimburse travel, six nights' hotel, six days' per diem, and waive the registration fee.

Other Meetings and Conferences

The Society will reimburse volunteers for expenses incurred to attend meetings of Branches, Divisions, and other societies, as an official representative of ASM, only if approved in advance by the CEO and if funding is available.

Spouse/Partner or Guest Travel

The Society will not reimburse for travel by a volunteer's spouse/partner or guest. Volunteers should seek CEO approval for inclusion of a spouse/partner or guest at Society meal functions. If approval is granted, the volunteer will reimburse the Society for the cost of the spouse/partner or guest meal.

ASM Meeting Registration

Unless an exception is specifically requested and approved in advance by the CEO, volunteers are expected to pay the registration fee for attending Society meetings.

Reimbursement Procedure

Volunteers seeking expense reimbursement must contact the Volunteer and Governance Engagement Program Coordinator in the CEO's Office.

GIFTS, MEALS, AND TRAVEL FOR GOVERNMENT EMPLOYEES

The Society fully supports and rigorously complies with the letter and spirit of federal and state lobbying laws related to efforts to influence the (i) formulation, modification, or adoption of legislation, (ii) formulation, modification, adoption, or administration of a Federal rule, regulation, Executive order, or any other program, policy, or position of the United States Government; (iii) nomination or confirmation of a person for a position subject to confirmation by the Senate. To assure compliance with lobbying laws, volunteers or staff may not undertake any lobbying activities on behalf of the Society unless the volunteer or staff receives an advance authorization or direction from the CEO or Director, Public and Scientific Affairs.

The Society supports and complies with federal and state laws related to gifts, meals, and travel for government employees and Congressional members and staff. Volunteers or staff may not make, direct, or request a gift or a payment for travel or meals to a government employee, including, but not limited to, member or staff of Congress, on behalf of the Society or in connection in any way with the volunteer's work for the Society, unless the gift or payment is approved in advance by the government employee's agency or institution. A "gift" is any money, gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value. The term includes honoraria, awards, and gifts of services, training, transportation, lodging, and meals, whether provided directly or by purchase of a ticket, payment in advance, or reimbursement of an already incurred expense.

The Society must certify compliance with the restrictions on gifts, meals, and travel to members, Officers, or employees of Congress and covered Administration officials. Volunteers and staff must comply fully with the Society's policy. Violations of the policy by ASM would result in severe government penalties.

GUIDELINES FOR COLLABORATIVE RELATIONSHIPS WITH FOR-PROFIT OR NOT-FOR-PROFIT ORGANIZATIONS

Statement of Purpose

ASM recognizes the value of participating in a variety of collaborative relationships with for-profit and not-for-profit organizations. These will span from formal Memorandums of Understanding to one-time contributions to related societies' programs. Regardless of the level of collaboration or financial commitment, the strategic benefits for the partner and ASM should be carefully considered before relationships are initiated. Benefits include, but are not limited to:

- Advancement of the microbial sciences
- Increased members/users of ASM content and services
- Increased brand recognition for ASM

The primary resource for approving, implementing and evaluating strategic relationships lies with the CEO and the Director of Strategic Alliances. The Strategic Alliances Department, working in conjunction with the appropriate program, will be responsible for developing written agreements with other not-for-profit organizations.

Types of Collaborative Relationships

Collaborative Activities Related to an ASM Event/Program

Requests for collaborative activities related to an ASM event will be managed through the Strategic Alliances Department with input from the Director and Chair of the appropriate program(s). All decisions will be made on a case-by-case basis; however, the general criteria used for evaluation are as follows:

- The group requesting the activity is sufficiently aligned in content with a portion of the ASM participants/users.
- The content of the organization's program or activity will complement, not compete with, an existing ASM event/program.
- The event/program is void of commercial bias.

To be considered a **Joint Event/Program** the collaborating organization must make a financial commitment to the overall event/program and assume liability for the proportionate share of financial loss. Both parties must mutually agree to the amount/structure of the financial commitment, as well as the operational details associated with the event/program, prior to finalizing the agreement. Representatives of both organizations should also be represented on the planning committee for the event/program. For Joint Events/Programs, the names of both organizations will be used in the title of the event/program, with the ASM name listed first. Final decisions for Joint Events/Programs will be made by the Chief Executive Officer.

To be considered a **Supported Event/Program**, the collaborating organization must make a financial commitment to a specific activity within the event/program. Both parties must mutually agree to the amount/structure of the financial commitment prior to finalizing the agreement. Representatives of both organizations should be represented in the planning of the supported activity. For Supported Events/Programs, the activity will include the following statement: "This activity was organized and

supported by xxxxx.” Final decisions for Supported Events/Programs will be made by the Strategic Alliances Department and the appropriate ASM Director.

To be considered a **Coordinated Event/Program**, the collaborating organization is not required to make a financial commitment to the activity but will provide input into the development of the event/program. For Coordinated Events/Programs, the activity will include the following statement: “This activity was coordinated in cooperation with xxxxx.” Final decisions for Coordinated Events/Programs will be made by the Strategic Alliances Department and the appropriate ASM Director.

Collaborative Activities Related to Another Society’s Event/Program

Requests for collaborative activities from another society will be managed through the Strategic Alliances Department. Additional input will be requested from the Director of the appropriate ASM Program(s). Final decisions for providing support will be made by the Chief Executive Officer.

General criteria to be considered in reviewing support to another society include:

- ASM members or staff must be included on the planning/steering committee for the event/program.
- The event/program is not promoting or otherwise endorsing content or topics that conflict or compete with an ASM event/program or policy.
- The event/program is a noncommercial venture.
- The content of the meeting is of sufficient interest to a group of ASM members/users.

For support of another society’s event/program, ASM will receive the following benefits:

- Placement of the ASM logo on promotional and event/program materials with acknowledgment as a supporter
- If the event/program includes a registration process, one complimentary copy of the registration list from the event

Memorandums of Understanding (MOU) with Other Societies

A key purpose in negotiating an MOU is to work together towards shared goals and topics of interest for both organizations. The MOU must be in collaboration with another nonprofit organization and contribute to the broader dissemination of microbial sciences knowledge. Finally, partnership through an MOU should create an opportunity to increase awareness of ASM’s benefits, products, and/or services.

The development and negotiation of an MOU with another society is the responsibility of the Strategic Alliances Department, working in conjunction with the Program Chair and Director and Chair of the appropriate ASM Programs. Final decisions to partner through an MOU will be made by the CEO in consultation with one or more Officers in the Executive Committee. All MOU’s will be signed by the CEO.

VOLUNTEER/EMPLOYEE RELATIONSHIPS

As a volunteer for the ASM, the role brings frequent contacts with staff of the Society. The actions of volunteers can often represent, or are perceived to represent, the views of the Society. In an attempt to ensure that volunteers do not find themselves inadvertently subjected to the same responsibilities and liabilities as an employer, or cause liabilities to the Society, below are general informational guidelines that provide the framework for interactions with ASM staff.

The BOD, COMS and the senior leadership at ASM are committed to the principles and practice of providing equal employment opportunity to all employees. ASM adheres to nondiscrimination policies and procedures in carrying out this commitment.

The Society pursues a positive and deliberate course of action to ensure equal consideration and treatment of all employees with regard to recruitment, selection, performance, promotion, training, staff development, transfer, salary or other forms of compensation, benefits, and termination regardless of race, color, creed, national origin, sex, age, sexual preference, marital status, or physical handicap.

Volunteers must exercise the same control and discretion in the conduct of their duties on behalf of ASM as do ASM supervisory staff even though they do not have the responsibility of supervision.

GENERAL RESPONSIBILITIES OF A VOLUNTEER

The purpose of this document is twofold. It outlines agency principles that should be known by all persons acting on behalf of the Society, and it summarizes major areas of legal and ethical responsibilities affecting volunteers and staff.

The Role of Agents in the American Society for Microbiology

Tax-exempt organizations such as the Society are subject to regulation under, and potential liability from, numerous federal, state, and local laws and regulations. Claims may be brought against the Society by any governmental agency or by an individual. It is important, therefore, that the staff members of the Society and the volunteers working for it understand the sources from which liability may flow and recognize their duty to avoid endangering the Society.

In undertaking its activities, the Society is treated by the law as a legal “person” separate and distinct from the individuals actually conducting the Society’s business. Nevertheless, the Society acts only by and through its staff and volunteers. Individuals acting on behalf of the Society are its “agents.”

Principles of Agency

The most fundamental rule of agency is the duty of loyalty. An agent’s most important responsibility is to give absolute loyalty to the principal (i.e., the Society) on matters pertaining to the agent’s duties.

Within an organizational structure, part of the duties of many agents is the responsibility to control other agents. Volunteers are agents who should be careful not only to act within the limits of their own authority but also to ensure that they do not obligate the Society to third persons by exercise of an “apparent” authority not actually conferred by the Society.

There are several rules that must be observed by all agents of the Society with respect to both their own activities and their supervision of others:

- Understand and adhere to the limits of authority to represent the Society in a given area; in this regard, all volunteers should know and follow generally applicable policy guidelines and any guidelines of special significance to them. The Society has several reference documents describing duties and responsibilities. These are:
 - The Articles of Incorporation;
 - the Bylaws;
 - the Code of Ethics and Ethical Review Process;

- The Conflict of Interest and Nondisclosure Policy; and
 - ASM Policies and Procedures Manual.
- Never hold yourself out, or permit subordinate agents to hold themselves out, as having authority beyond that actually conferred. For example, all formal contracts may be signed only by those authorized to sign on behalf of the Society—the CEO or those with authority delegated by the CEO or the BOD.
 - Recognize that any communication on Society stationery, using an ASM e-mail address, on an ASM social media platform, or in the capacity of an ASM staff member or volunteer office-holder may be construed as a statement of the Society.
 - In communicating with any person outside the Society, do not make statements on behalf of the Society unless the statement being made has been approved or authorized in accordance with the proper procedures of the Society.
 - Any limitations on a communication should be expressly stated.
 - Do not use Society stationery, or e-mail addresses, for personal matters.
 - Avoid all conflicts of interest, real or apparent.
 - Finally, do not act in any area without checking with a supervisor or CEO within the Society, if (i) your authority is questionable, (ii) you may have a conflict of interest, (iii) you think the action may violate Society policies or injure another, or (iv) you believe the conduct to be wrongful.

Interactions with the Media and Government Representatives

The Society encourages a presence in the media and in the policy arena to make the Society visible on important issues and establish itself as a respected and valuable source of authoritative information to advance the microbial sciences. However, specific policies and procedures need to be followed to ensure that the name of the Society is not misrepresented.

All communications on behalf of the Society should adhere to two principles: keep the credibility of the Society as a respected, trusted organization in mind and ensure that the Society activities on behalf of microbial sciences serve the public interest and are not, and do not appear to be, self-serving for the members of the Society. The Principles of Agency as outlined above apply as well to all interactions with the media and government representatives.

When dealing with the media, all ASM volunteers must recognize the distinction between speaking as an individual scientist and as a representative of the Society. As an ASM volunteer, your comments may be viewed as representing an official position of the Society and should be consistent with ASM policy. Insofar as possible, the Director of Communications and Marketing Strategy, the President, and the CEO are the main spokespersons for the Society. However, others in leadership and staff positions may be asked to speak and comment on behalf of the Society. The Director of Communications and Marketing Strategy or the Director of Public and Scientific Affairs, for example, should be notified in advance that you will be speaking on behalf of ASM. If you are speaking as an individual scientist, your ASM leadership or volunteer position should not be cited.

Volunteers are strongly advised to contact the Director, Communications and Marketing Strategy, before initiating any contact with any member of the media on Society issues, journal articles, and other activities that are not in response to a previous inquiry. Volunteers should not independently contact any

media or government representative on behalf of the Society for any activity, such as an interview or speaking engagement, without first discussing this contact with the Director, Communications and Marketing Strategy, or the Director, Public and Scientific Affairs, as applicable. As noted in the Principles of Agency and the policy on gifts to government officials, there are specific policies that must be followed for the Society to retain its tax-exempt status.

Ethical Considerations

All members of the Society have the obligation to know and abide by the Society's Code of Ethics. Volunteers serving the Society have a higher duty of loyalty to the Society than mere adherence to those provisions of the Code of Ethics for which discipline may be invoked.

It is the Society's policy that a volunteer or employee of the Society ***shall not***:

- have a direct or indirect financial interest that conflicts, or appears to conflict, with official duties and responsibilities;
- engage in, directly or indirectly, a personal business matter or transaction, or private arrangement for gain or profit that accrues as a result of or is based upon one's official position or authority, or upon confidential information that one has gained by reason of such person or authority; or
- act in any way or in any matter that might result in, or create the appearance of: (i) using the Society's office for private gain, (ii) granting unfair preferential treatment to any person, (iii) impeding Society efficiency or economy, (iv) losing independence or impartiality, (v) making a Society decision outside official channels, or (vi) affecting adversely the confidence of the public in the integrity or professionalism of the Society.

CODE OF ETHICS FOR SOCIETY MEMBERS

Ethics Standards for Society Members

Guiding Principles

1. ASM members aim to uphold and advance the integrity and dignity of the profession and practice of the microbial sciences.
2. ASM members aspire to use their knowledge and skills for the advancement of human welfare.
3. ASM members are honest and impartial in their interactions with their trainees, colleagues, employees, employers, clients, patients, and the public.
4. ASM members strive to increase the competence and prestige of the profession and practice of the microbial sciences by responsible action and by sharing the results of their research through academic and commercial endeavors, or public service.
5. ASM members seek to maintain and expand their professional knowledge and skills.
6. ASM members are obligated to discourage any use of microbiology contrary to the welfare of humankind, including the use of microbes as biological weapons. Bioterrorism violates the fundamental principles upon which the Society was founded and is abhorrent to the ASM and its members. ASM members will call to the attention of the public or the appropriate authorities misuses of microbiology or of information derived from microbiology.

Rules of Conduct

1. ASM members shall not commit scientific misconduct, defined as fabrication, falsification, or plagiarism. However, scientific error or incorrect interpretation of research data that may occur as part of the scientific process does not constitute scientific misconduct.
2. ASM members shall avoid conflicts of interest and potential abuse of privileged positions. ASM members shall make full disclosure of financial and other interests that might present a conflict in ASM activities.
3. ASM members shall abide by the ASM standards of publication that are contained in a document entitled “ASM Editorial Policies/Ethics: Procedures and Guidelines.” The Instructions to Authors for each ASM journal also articulate the ethical publication standards of the ASM. In regard to the presentations made at annual ASM meetings, conferences, and workshops, the ethical standards that pertain to the publications of the Society will be observed.
4. ASM members shall take responsibility to report breaches of the Rules of Conduct and to recommend appropriate responses, as defined in the Ethics Review Process below.
5. Members shall not represent any position as being that of the ASM unless it has the approval of the appropriate unit of the ASM.
6. ASM members, by accepting membership in the Society, agree to abide by this Code of Ethics.

Ethics Review Process

ASM members recognize the responsibility of the Society to consider breaches of the Code of Ethics and to recommend appropriate responses. These responses are defined as follows:

Publications: As specified in the Rules of Conduct, allegations of violations of the ASM Editorial Policies/Ethics: Procedures and Guidelines shall be processed according to the standards and procedures set forth in such Guidelines.

Members: If allegations of scientific misconduct are made against a member of the ASM, where appropriate, the academic or other institution that employs the member should make the investigation and resolution of the issues.

The Ethics Review Process is confidential and mandates several discrete steps, as follows:

1. *Complaint.* Allegations of ethical misconduct must be sent by signed letter, marked “Confidential,” to the President of the ASM or directly to the Chair of the Ethics Committee. This letter should include a description of the alleged behavior, information in support of the allegation, and citation of the Rules of Conduct deemed violated.
2. *President’s Response to a Complaint.* The Chair of the Ethics Committee, together with the President of the ASM as appropriate, shall determine whether the alleged conduct may constitute a violation of the ASM Rules of Conduct. If it is deemed that the alleged facts would not constitute an ethical violation, the President shall dismiss the complaint at this point and so inform the complainant.

If a determination is made that the conduct would constitute a violation, the Chair of the Ethics Committee shall appoint a panel of scientists with experience in scientific ethics to investigate the complaint. The panel may consist of respected ASM members or, if the complaint involves ASM leadership, the panel may consist of scientists who are not ASM members. There must be at least five

(5) members on the panel. At this point, the Chair of the Ethics Committee shall notify the complainants and the accused that an investigation has been initiated. Both parties also are directed to prepare written evidence for presentation to the panel.

3. *The Investigative Panel.* The panel shall have full authority to investigate the validity of the allegation and of the defense against the allegation. The panel shall provide the accused the opportunity to know and respond fully to the allegations in the complaint. The panel may decide to permit the presentation of oral evidence in addition to the written materials that are submitted. However, if the facts forming the basis of the complaint are substantial and verifiable, the matter may be decided on the basis of written material; the panel may act solely on the basis of such written material. A majority of the panel must agree to the recommended decision and recommended action.

At the conclusion of its investigation the panel shall provide a report to the Ethics Committee. That report shall consist of (a) the full record of the complaint, the responses of the accused, and the investigation; (b) a recommended decision as to whether a violation occurred; (c) a recommended action by the Investigative Panel, which may include dismissal of the complaint; and (d) a synopsis of the findings of the panel on which its recommended action is based.

4. *Decision by the Ethics Committee.* Upon receipt of the report of the investigative panel, a quorum consisting of a majority of the Ethics Committee will review the entire report. On the basis of the report and its own deliberations, a majority of the full membership of the Ethics Committee will render a decision and report that decision to the President. The Ethics Committee's report must contain a synopsis of the complaint and its investigation and a decision as to whether an ethical violation occurred. The Ethics Committee can dismiss the complaint. If the Ethics Committee decides that an ethical violation has occurred, it must order an action by the ASM.
5. *Ethical Complaints Involving ASM Leadership.* Both the complainant and the respondent may provide evidence directly to the Ethics Committee.

The Ethics Committee is authorized to identify and engage the investigative panel without input from the Executive Committee or Board of Directors. This panel could be chaired by an individual who has previously served as president or other elected officer of the ASM, and does not have potential bias associated with the ethics complaint. If a viable candidate is not readily identified within this group, a respected scientist from outside of the ASM who has experience in scientific ethics will be identified to serve as chair of the independent investigative panel. The chair of the independent investigative panel would appoint four additional people who are ASM members to comprise the five-member panel. The results of the investigation will be provided to the Ethics Committee for review as specified in the Bylaws, and the recommendations from the Ethics Committee will be provided in writing to ASM leadership, and each of the parties to the complaint.

As appropriate, the Chair of the Ethics Committee will consult with ASM legal counsel and the Director of ASM Human Resources at any stage of the investigation.

6. *Timing.* To ensure that the panel has adequate time for establishment of the committee and the subsequent investigation, the time from initiation of the ethics investigation, review by the independent investigative panel, review by the Ethics Committee, and provision of a final report by the Ethics Committee should typically be less than 90 days.
7. *Notification of the ASM Decision.* Upon receipt of the decision from the Ethics Committee, the President of the ASM shall promptly and in confidence notify all parties in writing of the decision and order of action. If the decision is other than dismissal of the complaint, the notice will inform the

accused of the right to appeal and shall provide the parties copies of the reports of the investigative panel and the Ethics Committee.

8. *Right of Appeal.* If the accused wishes to file an appeal, the President of ASM must receive such appeal within sixty (60) days of receipt of notice of the decision. If such notification is not received, the decision of the Ethics Committee will be carried out.

The appeal may be based on claims that the decision was incorrect in light of the evidence presented and/or that the investigation procedure was flawed. The President must receive arguments supporting the appeal within ninety (90) days of receipt of the notice of decision by the accused.

If an appeal is made, the President shall request that the BOD appoint an Appeal Committee consisting of at least five (5) members. The Ethics Committee will release the entire record to the Appeal Committee.

9. *The Appeal Committee.* Following review of the entire record, the Appeal Committee will render its decision. The Appeal Committee may reverse the decision of the Ethics Committee and dismiss the complaint, modify the sanction imposed by the decision, sustain the decision of the Ethics Committee, or take such other action as it deems appropriate. Action by the Appeal Committee shall require a two-thirds vote of the Appeal Committee. Denial of the decision of the Ethics Committee by the Appeal Committee may be based on the conclusion that the original decision was not supported by substantial evidence, that the original decision was clearly erroneous, or that due process had not been followed. The Appeal Committee will communicate its decision to the President, and all materials will be returned to the Ethics Committee.

Upon receipt of the report of the Appeal Committee, the President shall promptly notify all parties of the decision and order of action.

10. *Implementation of Decisions.* In the case of removal from membership or requested resignation, the name of the member and the sanction applied will be published in *Microcosm* magazine. If the charges are dismissed, the accused shall be given the choice of whether that decision is published. The decision and order of action will be the final disposition of the matter by the ASM.
11. *Confidentiality.* It is essential that all aspects of the investigation of alleged ethical misconduct be treated in a strictly confidential manner. Only the participants will know all elements of the investigation and adjudication, including the fact that an investigation is proceeding. Breach of this confidentiality shall itself be considered ethical misconduct.

This confidentiality shall be maintained until thirty (30) days after receipt of notice of decision from the President of ASM. In the event of appeal, the President shall extend this confidentiality until thirty (30) days after the notification of decision of the Appeal Committee.

ASM EVENTS CODE OF CONDUCT POLICY

The American Society for Microbiology (“ASM”) is the main forum for microbial sciences that considers and debates scientific issues in an orderly, respectful, and fair manner. The ASM is committed to providing an environment that encourages the free expression and exchange of scientific ideas and promotes equal opportunities and respectful treatment for all participants. All participants are expected

to treat others with respect and consideration, follow venue rules, and alert ASM staff or security of any dangerous situations or anyone in distress.

ASM prohibits and will not tolerate any form of harassment or bullying at its events.

Harassment is unwanted and unwelcome attention or other conduct that creates an environment where a reasonable person would feel unwelcome, intimidated, excluded, or abused. Harassment based on gender, race, religion, national origin, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, matriculation, political affiliation, and any other personal characteristic is strictly prohibited.

ASM will investigate all complaints of harassment, and investigations will be conducted in an unbiased manner. Violation of this code of conduct may result in the participant being asked to leave the event at which the incident occurred, without warning or refund; being barred from attending ASM events in the future; and, if relevant, being barred from or revocation of membership in the ASM. Event security and local police may be contacted in the event violators pose an imminent threat to others or are disrupting the event. If an ASM Staff member is found to be in violation, the ASM Headquarters Employment Policy (*Prohibition against Sexual and Other Harassment and Discrimination*) will be followed. Action regarding an ASM staff member may result in termination of employment.

This policy applies to all attendees, speakers, exhibitors, contractors, volunteers, and guests at ASM events. If a participant experiences or witnesses harassment, he/she should contact ASM staff (ASM staff are identifiable by their ASM Staff name badge) as soon as possible or contact security if they feel unsafe. [Individuals may also report complaints via 866-209-5916 or https://www.ethcomp.com/asm](https://www.ethcomp.com/asm). All complaints will be responded to promptly and treated seriously and, to the extent possible, confidentially. Complaints that require broader investigation will be handled by ASM's Ethics Committee. ASM expressly forbids any retaliation against individuals for reporting harassment.

In the event that an individual knowingly provides false information regarding a harassment situation, ASM may take similar disciplinary action.

ASM EVENTS CODE OF CONDUCT REPORTING AND RESPONSE PROCESS

If a participant experiences or witnesses harassment as described in ASM's Events Code of Conduct, they should contact ASM staff (identifiable by ASM staff badge) to report the incident. If at any time a participant feels unsafe, they should contact meeting venue security immediately. If the participant is unsure that the incident was in violation of the ASM's Events Code of Conduct, they may inquire first from an ASM staff member before filing a formal complaint.

The following information should be provided when reporting a harassment incident:

- Name and contact information of participant
- Name and contact information of any witnesses
- Identifying information (e.g. name, badge number, physical appearance) of the individual(s) who are accused of the harassment
- The specific action or behavior that was in violation of the ASM Events Code of Conduct
- The date and approximate time of the incident
- The location and circumstances surrounding the incident

ASM will accept and investigate all complaints of harassment and investigations will be conducted in an unbiased manner. All complaints will be responded to promptly and treated seriously and, to the extent possible, confidentially.

CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE

The American Society for Microbiology (“ASM”) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS and state regulatory and tax officials view the operations of ASM as a public trust, which is subject to scrutiny by and accountable to such government authorities and to members of the public.

Consequently, there exists between ASM and its directors, officers, and key employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and care. The directors, officers, and key employees have the responsibility of administering the affairs of ASM honestly and prudently, of exercising the utmost care, skill, and judgment in ASM’s best interest, and of complying with all applicable legal requirements including but not limited to the laws of the District of Columbia. Those persons will exercise extreme good faith in all transactions involved in their duties, and they will not use their positions with ASM or knowledge gained therefrom for their personal benefit. The best interests of ASM must be the first priority in all decisions and actions.

This Policy supplements, but does not replace, any federal or District of Columbia laws governing conflict of interests in nonprofit organizations.

SECTION 2. COVERED PERSONS

This Policy is directed not only to directors and officers, but to all employees who can influence the actions of ASM (a “Covered Person”). This would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone with proprietary information concerning ASM.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE

A “conflict of interest” is any situation or circumstance that has the potential to, or could be perceived to, undermine or influence the impartiality of a Covered Person because of the possibility of a conflict between the Covered Person’s personal or financial self-interest and the Covered Person’s duty to ASM. A “conflict of interest” also includes any situation or circumstance in which a Covered Person’s responsibility to another entity or individual limits or prevents, or could be perceived to limit or prevent, such person from properly discharging his or her duties to ASM. Conflicts of interest may arise in relations of directors, officers, and key employees in any of the following circumstances with any of the following third parties:

1. Persons and firms supplying goods and services to ASM.
2. Persons and firms from whom ASM leases property and equipment.
3. Persons and firms with whom ASM is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affiliated organizations.

5. Donors and others supporting ASM.
6. Agencies, organizations, and associations which affect the operations of ASM.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST

A conflicting interest defined in Section 3 might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with ASM.
2. Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with ASM or that competes with ASM.
3. Receiving remuneration for services with respect to individual transactions involving ASM.
4. Using ASM's time, personnel, equipment, supplies, or goodwill for other than ASM approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with ASM. Receipt of any gift is disapproved except for non-monetary gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and key employees will recognize such areas and relations by analogy.

The fact that one of the interests described in Section 4 exists, or is perceived to exist, does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance or, if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of ASM.

However, it is the policy of ASM's Board that the existence of any actual, perceived or potential interests described in Section 4 will be disclosed before any transaction is consummated. It will be the continuing responsibility of the directors, officers, and key employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest may exist will be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the deliberation and vote of such transaction;
3. A competitive bid or comparable evaluation exists, to the extent available; and

4. The Board has determined that the transaction is fair, reasonable and in the best interest of ASM.

Disclosure should be made to ASM's audit committee (or if there is no such committee, then to any director not involved with the conflict), who will bring the matter to the attention of the full Board. Disclosure involving directors should be made to the Board chair (or if she or he is the conflict, then to the President-Elect) who will bring these matters to the full Board.

The Board will determine whether a conflict exists and, in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to ASM. The Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction. After exercising due diligence, the Board will determine whether ASM can, with reasonable efforts, obtain a more advantageous transaction from another individual or entity that would not give rise to a conflict of interest. If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the Board will determine by a majority vote of the disinterested directors whether the transaction is (i) in ASM's best interest, (ii) beneficial to ASM, and (iii) fair and reasonable. If these factors are met, the Board may choose to enter into the proposed transaction. In evaluating such a transaction or arrangement, ASM should pay no more than fair market value for any goods or services which ASM receives and should receive fair market value consideration for any goods or services that it furnishes to others. The decision of the Board on these matters will rest in its sole discretion, and the Board's concern must be the best interests of ASM and the advancement of its purpose. Any director or other individual with the conflict shall not attempt to influence in any manner the Board's deliberation or voting on the matter. At the Board's request, the individual with the conflict may present information and answer questions prior to the deliberation or vote concerning the matter, but shall leave the meeting during the Board discussion and vote.

If ASM in error enters or otherwise participates in a conflict of interest transaction that requires pre-approval by the Board under this Policy, such transaction will promptly upon discovery of such error be presented to the Board for its review and the Board will consider, if appropriate, whether to (i) ratify such transaction, (ii) direct the rescission or modification of the transaction, (iii) take any disciplinary action, and/or (iv) change ASM's controls and procedures in connection with such error.

SECTION 7. DOCUMENTATION OF CONFLICTS

All conflicts considered, discussed, or voted on by the Board in any manner will be documented in writing. If the documentation is not contained in the Board minutes, ASM's Secretary shall maintain a written record of all such conflict deliberation. The written record should reflect the name of the interested person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, any alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular directors' positions or how they voted.

SECTION 8. COMPLIANCE

If the Board has reasonable cause to believe that a Covered Person has violated this Policy, it may make such further investigation as warranted in the circumstances and if it determines that a Covered Person has violated this Policy, it will take appropriate action which may include removal of the Covered Person from office or termination of employment.

Failure to comply with this Policy will not invalidate any contract or transaction to which ASM is a party.

SECTION 9. COMPENSATION

A voting member of the Board who receives compensation, directly or indirectly, from ASM for services is precluded from voting on matters pertaining to that member’s compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ASM for service is precluded from voting on matters pertaining to that member’s compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ASM, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 10. DISCLOSURE STATEMENT REQUIREMENTS

Prior to the initial election of any director or officer, to the initial employment of any employee deemed to be a “key employee” by the Board, ASM’s President, or under applicable law, or to the appointment of any committee member, and at least annually thereafter, such individual shall complete, sign, and submit to ASM’s Secretary a written conflict of interest disclosure statement. Disclosure statements for key employees will be collected by the CEO, or the CEO’s designee, and forwarded to the Secretary. ASM’s Secretary shall submit his or her disclosure statement to the Board chair. The Secretary shall provide copies of the completed and signed disclosure statement to ASM’s audit committee or, if there is no audit committee, to the Board chair.

This Conflict of Interest Policy was adopted by the Board on **June 5, 2017**. Amended **October 27, 2017**

CONFLICT OF INTEREST DISCLOSURE STATEMENT AND QUESTIONNAIRE

Every person while acting on behalf of ASM should avoid actual, perceived and potential conflicts of interest. Even the appearance of a conflict of interest should be avoided. All actions should be based solely on the best interests of ASM, in accordance with applicable state and federal laws and regulations. Actions should not be influenced by personal considerations. At least once each year, every director, officers, and key employee of ASM must execute and submit a statement to ASM’S Secretary disclosing all material facts concerning any actual, potential or perceived conflict of interest or confirming there are no such conflicts to be disclosed.

I have received and read the ASM Conflict of Interest Policy and understand and agree to comply fully with its terms and conditions at all times during my service to ASM. I understand that ASM is charitable and, in order to maintain its 501(c)(3) tax exemption, ASM must engage primarily in activities that accomplish one or more of its exempt purposes and not engage in activities and transactions that provide impermissible benefits to individuals or entities. Following the submission of this form, if I become aware of any actual, perceived or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify ASM’S Secretary in writing.

Please check the appropriate box and sign below after completing the attached questionnaire. Please provide this statement along with the completed questionnaire to ASM’s Secretary (or to the CEO, or the CEO’s designee, in the case of ASM employees).

- I have no conflicts to disclose.**

- I have described in the attached questionnaire all actual, perceived and potential conflicts of interest of mine and close relatives.

Signature

Printed Name

Position

Date

CONFLICT OF INTEREST DISCLOSURE STATEMENT QUESTIONNAIRE

Preliminary note: In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information regarding certain parties related to you. These persons are termed “affiliated persons” and include:

- a. your spouse, domestic partner, child (whether natural or adopted), mother, father, brother or sister (whether whole or half-blood), grandchildren, great-grandchildren, and spouses (or domestic partners) of mother, father, brothers, sisters, children, grandchildren, and great-grandchildren;
- b. any corporation or organization of which you are a board member, officer, trustee, member, owner, or partner, in which you participate in management, by which you are employed, or in which you are, directly or indirectly, a debt holder or the direct or indirect owner of any class of equity securities in excess of five percent, including any corporation or organization that could be viewed as a competitor to ASM; and
- c. any trust or other estate in which you have a substantial beneficial interest or which you serve as trustee or in a similar capacity.

1. NAME OF DISCLOSING PARTY: (Please print)

2. CAPACITY: _____ board of directors
 _____ officer
 _____ committee member
 _____ employee (position): _____

3. Have you or any of your affiliated persons provided services or property to ASM in the past year?

_____ YES _____ NO

If yes, please describe the nature of the services or property and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from ASM in the past year?

_____ YES _____ NO

If yes, please describe the purchased services or property and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons have participated or had any direct or indirect interest in any business transaction(s) in the past year to which ASM was or is a party?

_____ YES _____ NO

If yes, please describe the transaction(s) and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to ASM at any time in the past year (other than travel advances, expense reimbursements, or the like)?

_____ YES _____ NO

If yes, please describe the indebtedness and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from ASM or because of your relationship with ASM that the aggregate could be valued over \$50 that were not or will not be compensation directly related to your duties to ASM?

_____ YES _____ NO

If yes, please describe the benefit(s) and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving ASM?

_____ YES _____ NO

If yes, please describe the proceeding(s) and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you or any of your affiliated persons affiliated as a board member, officer, trustee, member, owner, partner, volunteer, employee or advisor in any capacity for another corporation or organization that could be viewed as a competitor of ASM?

_____ YES _____ NO

If yes, please identify the corporation or organization and nature of services rendered to, or employment from, each competing corporation or organization, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

10. Are you aware of any other events, transactions, arrangements, or other situations that have occurred or may occur in the future that you believe should be examined by ASM’s Board under the terms and intent of ASM’s conflict of interest policy?

_____ YES _____ NO

If yes, please describe the situation(s) and, if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

GIFT POLICY AND DISCLOSURE FORM

As part of its Conflict of Interest Policy, ASM requires that directors, officers, and key employees decline certain gifts, consideration, or remuneration from individuals or companies that seek to do business with ASM or are a competitor. This policy and disclosure form is intended to implement that prohibition on gifts.

- Section 1. “Responsible Person” is any person serving as an officer, a key employee, or a member of the board of directors of ASM.
- Section 2. “Family Member” is a spouse, domestic partner, parent, child, spouse of a child, brother or sister, or spouse of a brother or sister, of a Responsible Person.
- Section 3. “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, receipt of a loan or grant, or the establishment of any pecuniary relationship. The making of a gift to ASM is not a “contract” or “transaction.”
- Section 4. Prohibited gifts, gratuities, and entertainment. Except as approved by the Board or its designee or for gifts of a value less than \$50 which could not be refused without discourtesy, no Responsible Person or Family Member will accept gifts, entertainment, or other favors from any person or entity which:
 - 1. Does or seeks to do business with ASM, or

2. Does or seeks to compete with ASM, or
3. Has received, is receiving, or is seeking to receive a contract or transact business with ASM.

GIFT STATEMENT

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment, or other favors from any individual or entity prohibited by the above policy. Following my initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment, or other favors during the preceding year.

Signature

Date

