

ASM BYLAWS

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 Policy 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 <i>ex-officio</i> 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 Nominations 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 Policy 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 Policy 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 Policy 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.