

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 Society's mission is to promote and advance the microbial sciences. ASM is a global scientific society whose goals are to shape the future of the microbial sciences, connect microbial sciences stakeholders worldwide, and ensure appropriate societal impact of the microbial sciences. ASM is committed to promoting and advancing the microbial sciences through the elevation, embodiment, and sustainability of inclusive diversity with equity, access, and accountability (IDEAA).

ARTICLE III. Membership

Section 1. Members. ASM membership is open to scientists, clinicians, technicians, engineers, educators, and others engaged in lines of work related to microbiology; and those in related fields whose interest, expertise, and activity can help ASM advance the microbial sciences.

Section 1. Maintenance of Membership. Requirements for maintenance of membership, including payment of dues, shall be fixed by the Board of Directors (Board) from time to time.

Section 2. Role of Membership in Affairs of ASM. All members of ASM in good standing as established by the Board 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 Board.

Section 3. Resignation or Termination of Membership. Any member may resign at any time. A resignation need not be accepted to be effective. A member may be terminated for nonpayment of dues or for other reasons specified by the Board, in accordance with policies established by the Board.

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. The Board may also call special meetings of the membership.

Section 2. Notice of Meetings. Notice of the date, time, and place of the Annual Meeting of the membership or a special meeting shall be distributed no less than 10 days prior to the date of the meeting. In case of a special meeting, the purpose of the meeting must be clearly indicated in the meeting notice.

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.

ARTICLE V. Board of Directors and Officers

Section 1. Duties. Working in close partnership with the CEO, the function of the Board of Directors is to set the strategic direction and uphold objectives of the Society, and direct fiduciary, legal, and business decisions.

Section 2. Composition. The Society's affairs shall be conducted by a Board consisting of a President, President-Elect, Past President, Treasurer, Secretary and 8 at-large Directors. The CEO is an *ex officio* non-voting member. All voting members of the Board shall be entitled to one vote each.

Section 3. Officers. The President, President-Elect, immediate Past-President, Secretary, Treasurer, and the CEO will be considered “Officers” of the Society. The CEO serves as an *ex officio* non-voting Officer.

a. President. The President serves as a primary spokesperson for the Society. The President shall be Chair of the Board and preside at meetings of the Board and at any meetings of the membership. The President shall be responsible for ensuring execution of the policies determined by the Board.

b. President-Elect. The President-Elect shall be elected annually for a term of one year by a vote of eligible members of the Society. The President-Elect shall serve in place of the President, in the President’s absence and take priority over the Past-President. 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.

c. Secretary. The Secretary shall oversee the accurate and faithful recording of minutes of meetings of the Board and meetings of the membership. The Secretary may serve two 3-year terms.

d. 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 at its regular meetings, or when the Board so requires, an account of the financial status of the Society. The Treasurer will also present to the Board, at least annually, a report on the finances of the Society. The Treasurer may serve two 3-year terms.

e. At-Large Directors. There shall be 8 At-Large Directors on the Board. Directors may serve two 3-year terms unless they are elected to be an Officer of the Society.

Section 4. Elections.

All Officers and other Board members are required to be Members of the Society in good standing.

Any member of the Society may submit nominations for Officers and other Board members to the Nominating and Appointments Committee for its consideration. The Nominating and Appointments Committee will put forth a slate with a candidate for each

position. An election will be held each year to fill vacating terms. Newly elected Directors shall assume office on July 1 following election unless filling a vacancy. Election shall be by simple plurality of votes received from the membership.

All members of ASM in good standing may vote in elections.

Section 5. Meetings. The Board shall meet at least three times per year. Meetings may be conducted in person or by any means of communication by which all Directors participating may simultaneously hear one another during the meeting. A quorum of the Board shall consist of a simple majority of the total number of Board members then in office with voting rights.

Section 6. Voting. The act of the majority of the members of the Board present at a meeting, at which a quorum is present, shall be the act of the Board unless a different proportion is specified by these bylaws, the Articles of Incorporation, or governing law. The President shall only vote in the event of a tie. Any or all Directors may participate in a meeting of the Board 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 Board may not participate in a meeting by proxy. Action may be taken without a meeting of the Board if all Directors consent to the proposed action in writing.

Section 7. Executive Committee and Action Between Board Meetings. The Executive Committee shall be comprised of the Officers of the Society. Subject to applicable provisions of law, the Articles of Incorporation, and these Bylaws and at 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.

Section 8. Removal. The Board may, by vote of at least two-thirds of the Directors voting, remove a Director for cause at a meeting at which a quorum is present. "Cause" shall mean the Director has been found by the Board to have breached a duty as a director under Section 29-406.30 of the District of Columbia Nonprofit Corporation Act of 2010.

Section 9. Vacancies. A vacancy in the position of President shall be filled by the President-elect, and then the Immediate Past President.

A vacancy in the position of Secretary or Treasurer may be filled with a majority vote of the Board of Directors. The individual appointed may be a sitting Board member and will serve in the appointed position for the remainder of the term that was vacated.

A vacancy in the position of At-Large Director may be filled with a majority vote of the Board. The appointed member will serve for the remainder of the term that was vacated.

In the case of Secretary, Treasurer, or At-Large Director, at the end of an appointed term, the individual may stand for election and be eligible to serve for two three-year terms.

ARTICLE VI. Scientific Advisory Councils

The Board has the authority to establish Scientific Advisory Councils (SACs) comprised of ASM members who represent the diversity of expertise needed to advance initiatives in the microbial sciences. SACs will be tasked with providing overall scientific direction for the Society's scientific activities to serve the future of the field. The Board may determine the composition and selection process for members of the SACs.

ARTICLE VII. Chief Executive Officer (CEO)

The Board shall appoint and compensate a Chief Executive Officer (CEO) of ASM. The Executive Committee shall review the CEO's performance on an annual basis and set compensation.

The CEO is an *ex officio* nonvoting Officer and member of the Board and shall be responsible for executing the strategic direction of the Society as established by the Board. 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.

ARTICLE VIII. Establishment of Committees, Councils and Other Entities

The Board may establish and dissolve committees, councils, and other entities necessary to conduct the Society's business. The Board has authority to designate and change their charges and determine their size, qualifications, terms, and process for selection. This section shall not apply to such entities that are specifically referenced in these Bylaws.

ARTICLE IX. Branches

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. Criteria for Branch charters shall be established by the Board. 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 public and future microbial scientists.

ARTICLE X. American Academy of Microbiology

The mission of the American Academy of Microbiology (Academy) is to recognize outstanding contributions to microbiology research, teaching, and service to society. The Academy also contributes to strategic thinking that advances the microbial sciences.

The Academy shall have Governors and a Chair elected by the Academy Fellows and annual dues as approved by the Board.

ARTICLE XI. Standing Committees of the Board of Directors

Standing Committees of the Board shall include but are not limited to the following: Audit, Ethics, Finance, Inclusive Diversity with Equity, Access, and Accountability (IDEAA), and Nominating and Appointments.

Unless otherwise specified in the bylaws, members and chairpersons of Standing Committees are recommended by the Nominating and Appointments Committee and approved by the Board; they shall be appointed for 3 years and may be reappointed for one additional 3-year term.

Section 1. Audit Committee. 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, including recommendations on fiscal management issues.

Section 2. Ethics Committee. The Ethics Committee shall focus on ensuring adherence to appropriate conduct in research and publication, ensuring compliance with the Society's code of ethics and conduct, and overseeing matters involving noncompliance with these standards.

Section 3. Finance Committee. The Finance Committee, chaired by the ASM Treasurer, shall advise the Board regarding the annual budget, management of Society funds, and other financial matters.

Section 4. IDEAA Committee. The Inclusive Diversity with Equity, Access and Accountability (IDEAA) Committee shall guide the Society's efforts in diversity, equity, and inclusion (DEI). The committee makes recommendations on the optimal structure for DEI activities and helps coordinate activities across the Society to ensure the highest level of commitment to IDEAA.

Section 5. Nominating and Appointments Committee. The Nominating and Appointments Committee shall be responsible for putting forth a slate of candidates for election to the Board and recommending to the Board members for appointment to ASM committees, boards, councils, working groups, and other entities necessary to conduct the Society's business, except as otherwise specified in the Bylaws. All Nominating and Appointments Committee members shall be appointed by the Board to a two-year term and may not serve more than two terms. To the extent possible, terms should be staggered. The Past President shall serve as Chair of the committee. No member of the committee may seek elected office during the period of their service on the Nominating and Appointments Committee.

ARTICLE XII. Amendments

Section 1. Proposals. Amendments to these Bylaws may be proposed by the Board or any 25 Society members in good standing.

Section 2. Approval. If the Board approves the proposed amendment or a modification of the proposed amendment, it shall be submitted to the membership for approval. A simple majority vote of the members participating in the vote shall be required to amend these Bylaws.

ARTICLE XIII. Indemnification

The Society will indemnify any current or past officer or Director to the fullest extent permitted by law.

ARTICLE XIV. 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 2024.

All Directors in office at the time of the adoption of these bylaws shall have the opportunity to serve out the remainder of their terms.

Section 2. 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 [to be inserted: date of membership vote adopting the revised bylaws], The Society's Bylaws were revised in accordance with Article XIV of bylaws in force at that time.

PROPOSED