

BYLAWS OF EASTERN PENNSLVANIA BRANCH

THE AMERICAN SOCIETY FOR MICROBIOLOGY

A NONPROFIT CORPORATION

ARTICLE ONE

NAME

1.01 The name of the corporation shall be the EASTERN PENNSYLVANIA BRANCH OF THE AMERICAN SOCIETY FOR MICROBIOLOGY, hereinafter referred to as the BRANCH.

Definition of Bylaws

1.02 These Bylaws constitute the code of rules adopted by the Eastern Pennsylvania Branch of the American Society for Microbiology for the regulation and management of its affairs.

Purposes and Powers

1.03 This Branch will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purpose of the BRANCH shall be to promote scientific knowledge of microbiology and related subjects through discussions, reports and publications; to stimulate scientific investigations and their applications; to plan, organize and administer projects for the advancement of knowledge in this field; to improve education in the science; to promote programs of professional recognition; and to foster the highest professional and ethical standing of microbiologists.

1.04 The BRANCH may sponsor Student Chapters within its territorial limits by presenting to the designated body of the National American Society for Microbiology a copy of a constitution and bylaws together with a petition asking permission to establish the Chapter and by assuming responsibility for oversight of and assistance to the Chapter.

ARTICLE TWO

Offices

Geographical Boundaries

2.01 The territory of the EASTERN PENNSYLVANIA BRANCH OF THE AMERICAN SOCIETY FOR MICROBIOLOGY shall include (a) the following counties of the Commonwealth of Pennsylvania: Philadelphia, Delaware, Chester, Berks, Montgomery, Bucks, Northampton, Lehigh and Monroe and (b) the following counties of the State of New Jersey: Mercer, Burlington, Ocean, Atlantic, Camden,

Gloucester, Salem Cumberland and Cape May and (c) the following counties of the State of Delaware: New Castle, Sussex and Kent.

2.02 The location of the registered office of the BRANCH is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this BRANCH. The Officers of the BRANCH may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE

Seal

3.01 The corporate seal shall have inscribed therein the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE FOUR

MEMBERSHIP

Definition of Membership

4.01 The members of this BRANCH are those persons having membership rights in accordance with the provisions of these Bylaws.

Classes of Members

4.02 The BRANCH shall consist of Active Members, Student Members, Emeritus Members and Honorary Members.

- (1) ACTIVE MEMBER. Any person interested in microbiology, immunology and allied sciences is eligible for ACTIVE membership upon proper application to the Membership Committee and payment of the dues of the BRANCH.
- (2) STUDENT MEMBER. Any regularly matriculated student in an institution of higher learning, in microbiology or related fields shall be eligible to be a STUDENT MEMBER.
- (3) EMERITUS MEMBER. Any member in good standing in the BRANCH for at least 20 years preceding retirement from remunerative professional work shall be eligible for election to emeritus status.
- (4) HONORARY MEMBER. Any person who has made outstanding contributions to microbiology or served the BRANCH with eminence shall be eligible for nomination and election as an HONORARY MEMBER. Honorary status is the highest recognition given by the BRANCH and it carries all the rights of full membership. Any person may be proposed for Honorary Membership by any Member in good standing by making a motion from the floor of the

business meeting or by submitting the name of the nominee in writing to the Membership Committee. The name of the nominee will then be recommended to the Executive Committee for approval.

(5) A Member of the AMERICAN SOCIETY FOR MICROBIOLOGY, the national organization, residing or employed within the boundaries of the CORPORATION is eligible for membership upon proper application and the payment of the dues of the BRANCH.

Dues

4.03 The dues payable to the BRANCH by ACTIVE MEMBERS will be in such amount as may be determined from time to time by majority vote of the Officers of the BRANCH.

4.04 Dues of ACTIVE MEMBERS are payable annually immediately upon receipt of notice from the designated person of the Membership Committee of the BRANCH.

4.05 STUDENT MEMBERS, EMERITUS MEMBERS and HONORARY MEMBERS shall be exempt from the payment of dues or assessment of fees.

4.06 The books of the Treasurer of the BRANCH will be audited annually internally by the Executive Committee. In addition, at suitable intervals, the Executive Committee may also seek an audit by a qualified auditor (e.g., at the end of the term of a Treasurer). The auditor will present a written report to the Treasurer and to the President of the BRANCH and the report will be reviewed at the next scheduled Executive Committee Meeting. A summary of this report will be presented to the members at a BRANCH monthly meeting, or electronically, by email or by posting on the Branch web site.

Members Meetings

4.07 Meetings of Members will be held at the Thomas Jefferson University School of Medicine, 11th & Walnut Streets or at any other place within or without the Commonwealth as provided.

4.08 There shall be at least one business meeting annually; the time and date of such meeting to be held at the discretion of the Officers of the BRANCH.

4.09 The meetings shall be conducted in the following order: (a) Business meeting and (b) Scientific meeting. Circumstances warranting, the order of business may be altered by the President of the BRANCH.

4.10 Notice of meetings, stating the place, day, hour and purposes of the meetings, must be delivered not less than five (5) days before the date of the members meeting. Notice can be sent by email or regular mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the BRANCH.

Voting Rights of Members

4.11 A member of any class shall be entitled to the privileges of the BRANCH, except that Student Members shall not be eligible to vote for or hold office.

Termination of Membership

4.12 Membership will terminate in this BRANCH for any of the following events, and for no other reason:

- (6) Receipt by the Secretary of the BRANCH of the written resignation of a Member.
- (7) The death of a Member.
- (8) The failure of a Member to pay dues within one year of receipt of notice from the Treasurer or designated Membership Committee member of the BRANCH.

However, a Member terminating membership status for reasons other than (2) above may be completely and automatically reinstated if correcting the cause of termination.

ARTICLE FIVE

Officers (Directors)

Definition

5.01 The officers and directors shall be the same individuals and are that group of persons vested with the management of the business and affairs of this BRANCH.

Roster of Officers

5.02 The Officers of this BRANCH will consist of the following personnel:

- (1) A President
- (2) A President-Elect
- (3) A Secretary
- (4) A Treasurer
- (5) A Councilor to the Council on Microbial Sciences (COMS) of the AMERICAN SOCIETY FOR MICROBIOLOGY, the national organization.

Selection of Officers

5.03 Nomination and election of officers shall take place biennially, except for the Councilor, which will take place every 3 years. The second term for the Councilor may be by appointment by the President with the consent of the Executive Committee.

5.04 Nominations for elective office shall be made by a Nominating Committee consisting of a chairperson and four members. The Nominating Committee shall be appointed by the President no later than the first day of February of an election year. The President shall be an ex-officio member of the Nominating Committee.

5.05 The Nominating Committee shall put forth a slate of nominees, one for each of the offices of President, President-Elect, Secretary, Treasurer, and Councilor. On or before the first day of March following its appointment, the Nominating Committee shall certify these nominations to the Secretary, who shall announce them to the Members of the BRANCH on or before the next succeeding meeting.

5.06 Additional nominations for office may be made, but such nominations shall be valid only if presented in a petition form over the signatures of at least ten Members in good standing, and if received by the Secretary before the fifteenth day of April of the election year.

5.07 The Secretary shall send, no later than the fifteenth day of May of the election year by e-mail, electronic poll or regular mail, a final ballot bearing all nominations for office, whether made by the Nominating Committee or by petition, to all Members of the BRANCH eligible to vote in accordance with Section 4.11 of Article IV. The Secretary shall report the outcome of the ballots to the President and the Executive Committee.

5.09 The candidates who receive a majority of the votes cast shall be declared elected to office. In case of a tie vote, a majority of the Executive Committee shall decide between the candidates who are tied.

5.10 Officers will assume the duties of their respective offices on the first day of July following their election and shall hold these positions for a period of two years, each year running from July through June.

Vacancies

5.11 OFFICE OF THE PRESIDENT. A vacancy occurring between elections in the office of the President shall be filled by the duly elected President-elect. If the vacancy occurs less than one year before the President-elect would have assumed the office of the President, the President-elect shall fill the vacancy for the remainder of the term and then serve his or her duly elected two-year term.

If the vacancy occurs one year or more before the next regularly scheduled election is to take place, the President-elect shall fill the vacancy and serve as President for the remainder of the term only. A successor shall be duly chosen at the next election.

5.12 OFFICE OF THE PRESIDENT-ELECT. If a vacancy occurs in the office of the President-elect, the President-elect shall be filled by appointment by the President, with confirmation by a majority vote of the Executive Committee. A successor shall be duly chosen at the next election.

5.13 OFFICE OF THE SECRETARY. A vacancy occurring in the office of Secretary shall be filled by appointment by the President, with confirmation by a majority vote of the Executive Committee. A

successor shall be duly chosen at the next election.

5.14 OFFICE OF THE TREASURER. A vacancy occurring in the office of Treasurer will be filled by appointment by the President, with confirmation by a majority vote of the Executive Committee. A successor shall be duly chosen at the next election.

5.15 OFFICE OF THE COUNCILOR. A vacancy occurring in the office of Councilor will be filled by appointment by the President, with confirmation by a majority vote of the Executive Committee. A successor shall be duly chosen at the next election.

ARTICLE SIX

Committees

Definition of Executive Committee

6.01 The governing body of the BRANCH will be the Executive Committee. The Executive Committee shall be composed of the President, President-elect, Secretary, Treasurer, and Councilor, immediate Past-President, and all appointed chairpersons of permanent committees with the exception of the Nominating Committee. All Members of the Executive Committee must be Members in good standing.

6.02 The President of the BRANCH shall appoint such committees for which there may be a need to carry out the business of the BRANCH. These may include but not be limited to (a) Academic Affairs (b) Archives (c) Education (d) Industrial Affairs (e) Student Chapter Advisor (f) Legislative and Regulatory Affairs (g) Membership (h) Communications (i) Nominating (j) Program (k) Symposium (l) Webmaster and (m) Workshop. All Committee appointments shall be made for a term coincident with that of the President unless otherwise provided for in the Bylaws.

6.03 The President of the Student Chapter may attend Executive Committee meetings as a nonvoting member.

ARTICLE SEVEN

Operations

Fiscal Year

7.01 The fiscal year of this BRANCH will be July 1 to June 30.

Execution of Documents

7.02 Except as otherwise provided by law, checks, drafts, orders for the payment of money and other evidences of indebtedness of this BRANCH will be signed by the Treasurer. The treasurer, with the

approval of the Executive Committee, may grant an officer or Branch Committee Chairperson permission to use the Branch credit card. Contracts or other instruments executed in the name of the BRANCH will be signed by the Secretary.

7.03 This BRANCH will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members and Executive Committee. The Membership Chairperson of the BRANCH will keep a membership register giving the names, addresses, classes and other details of the membership. A certified original or copy of the Bylaws including all amendments shall be kept by the Secretary of the BRANCH.

Nonprofit Organization

7.04 This BRANCH will not have or issue shares of stock. No dividend will be paid and no part of the income of this BRANCH will be distributed to its Members or Officers. However, the BRANCH may pay compensation in a reasonable amount to Members or Officers for services rendered.

7.05 This BRANCH is organized exclusively for educational and scientific purposes as described for tax-exempt organizations under Section (501(c)(3) of the Internal Revenue Code of 1954, as amended, or similar provision of any subsequent Act, for use in carrying out the purposes contemplated in the formation of the BRANCH.

ARTICLE EIGHT

Amendments

8.01 Amendments to the Bylaws shall be made as follows: (1) a motion from the floor to amend the Bylaws (2) the motion shall be read at the next meeting or circulated to the membership in writing at least three weeks before the next business meeting (3) it shall be voted upon at the meeting following the one at which it was read or circulated (4) if passed by a majority of the votes cast, it shall become a part of the By Laws.

ARTICLE NINE

Personal Liability of Officers and Board Members

9.01 An Officer or Board member shall not be personally liable, as such, for monetary damages for any action taken unless:

A. The Officer or Board member has breached or failed to perform duties of his/her office and the breach or failure to perform constitutes self-dealing, willful or recklessness.

9.02 The provisions of Section I shall not apply to the responsibility or liability of an Officer or Board member pursuant to any criminal statute; or the liability of an Officer or Board member for the payment of taxes pursuant to federal, state, or local tax law.

Adoption of Bylaws

Adopted by a majority of votes of the membership on September 24, 2018 at Philadelphia, Pennsylvania.