

The American Society for Cell Biology
Bylaws (Effective May 2016)

ARTICLE I - Membership

Section 1. Qualifications and Procedures for Membership. Membership in the Society shall be open to individuals and entities interested in and supportive of the purposes of the Society who remit timely applicable dues within classes of membership as established by the Council.

Section 2. Classes and Rights of Membership. The Society shall have the following classes of membership, with the following qualifications and rights:

A. Regular Members. Individuals who hold a Ph.D. or equivalent degree or have equivalent experience.

B. Postdoctoral Members. Individuals who hold a Ph.D. or equivalent degree or have equivalent experience are actively engaged in a training program, and whose applications are endorsed by their research advisor. Postdoctoral membership status discontinues if not renewed and may be held for a maximum of five consecutive years.

C. Citizen Members. Individuals who do not hold a doctoral degree and do not have equivalent scientific experience who demonstrate extraordinary commitment to the advancement of cell biology, are nominated by two Regular Members, and are put forward for Council approval after a majority vote of the Executive Committee.

D. Emeritus Members. Regular Members in good standing who are retired from active employment, were Society members for at least ten years, and have made a written request to the Executive Director.

E. Graduate Student Members. Individuals who are either doctoral candidates in good standing or working toward completion of a master's degree, and whose applications are endorsed by the student's research advisor.

F. Undergraduate Student Members. Individuals who are enrolled as undergraduates, or who received undergraduate degrees within the prior two years, whose applications are endorsed by the student's research advisor. Undergraduate student membership shall terminate at the end of the first membership year in which the student is able to apply for another class of membership after completing or otherwise leaving the degree-granting program. Undergraduate membership discontinues if not renewed and is limited to six consecutive years.

G. Corporate Members. Companies that support the purposes of the Society.

H. Educator. The Educator membership category is for individuals who hold Bachelor's, Master's or PhD degrees who are professors/instructors at community, junior, two-year colleges, or high schools. Individuals in this category must be actively teaching.

All applications must be submitted to the ASCB Office. Applications will be presented to the Council. All members must be approved by a majority vote of Council. New members will be reviewed and accepted monthly.

Section 3. Rights of Membership, Voting. Only Regular Members shall have the right to hold office. Regular, Emeritus, Postdoctoral, and Graduate Student Members shall have the right to vote, to sponsor new members, to make nominations, and to sponsor an abstract for the Annual Meeting. Undergraduate Student Members in good standing shall have no vote but may present posters or papers at the Society's Annual Meetings in accordance

with the rules and regulations of the Council. In accordance with the Articles of Incorporation, voting members may vote by written consent, or by proxy, or at a meeting, as long as a quorum (defined in Section 5) is present, and approval by a simple majority of those voting is required to approve a matter, except for amendments to the bylaws (see Article VIII).

Section 4. Dues. Membership dues shall be evaluated periodically at the suggestion of the Treasurer or Executive Director and shall be established by majority vote of the Council or, upon Council designation, by the Executive Committee in consultation with the staff. The Council may adjust or exempt from payment of dues any members who have assumed emeritus status, have become incapacitated, or have other special circumstances affecting ability to pay dues. Annual dues are payable upon application to the Society, and thereafter will be payable on October 1 preceding the beginning of the fiscal year. Members in arrears will be notified and, if payment is not made, may be dropped from the mailing and subscription lists by the end of the following February. Members will be reinstated upon payment of dues.

Section 5. Membership Meetings, Quorum, Notice. The Society holds, at least annually, a business meeting of the members in connection with a major scientific meeting of the Society. One-hundred Regular, Postdoctoral, Graduate Student, and/or Emeritus Members constitutes a quorum. Written notice stating the place, date, and hour of any membership meeting shall be delivered, either personally, by regular mail, by fax, or by electronic transmission, such as by email at least thirty days prior to the meeting.

ARTICLE II - The Council

Section 1. General Powers. The property, business, and affairs of the Society shall be managed by its governing board, which is referred to as the Council, in accordance with these Bylaws and the purposes of the Council. The duties of the Council shall be to engage in the overall stewardship of the Society, to determine the policies for the good of the Society, approve the budget, designate the terms for signatory authority for checks and agreements, approve changes in dues, review proposals for amendments to the Bylaws and Articles of Incorporation, and take other appropriate governance actions.

Section 2. Number, Term, and Qualifications. The Council shall consist of the individuals elected as Officers and twelve individuals elected as Councilors. The elected Councilors shall be chosen by the membership of the Society for three-year terms, four to be elected each year. No elected member of the Council shall be eligible to serve for another term as Councilor until three years after the expiration of a full three-year term. A Councilor can serve as an Officer without waiting three years after the expiration of a term as Councilor. All candidates for Council and for elected Officer positions must be and must remain members in good standing.

Section 3. Nomination, Election, Vacancies. The Council is empowered to establish candidate qualifications and to format the ballot in pursuit of the Society's priorities, including providing for a segmented ballot aimed at broadening the representation of the membership. The slate of the Nominating Committee shall contain at least three more names than the number of vacancies for both full and unexpired terms. Additional nominations to the Council may be made by petition. Each petition must be signed by ten Society members and must contain a written statement by the nominee of willingness to serve on the Council. In order for the names of nominees to appear on the ballot, the Executive Director must receive petitions by February 1. The ballots shall be distributed to all Society members by May 1, and must be returned to the Executive Director before July 1.

Those candidates receiving the highest number of votes shall be declared elected to fill the Council seats for the expired terms. Interim vacancies on the Council shall remain vacant until the next Annual Meeting, unless an appointment by the Council for the unexpired term is needed to have enough incumbents to fulfill the quorum requirements. Any vacancies in the Council that need to be filled to fulfill quorum requirements shall be filled by inviting the candidates who received the next highest number of votes to assume the vacant positions with the longest terms.

Section 4. Meetings, Quorum. The Council shall meet, at the call of the President, at least twice a year, in the winter at the Annual Meeting and in the spring. A quorum composed of not fewer than nine members must be present to conduct business. Meetings of the Council shall be held at such place as may from time to time be fixed by resolution of the Council, including the annual Council meeting to be held in conjunction with the Annual Meeting. Special meetings may be held upon the call of the President or upon written request of three Councilors. The Council may by resolution change the time of its meetings.

Section 5. Notice. Written notice stating the place, date, and hour of any Council meeting shall be delivered, either personally or by regular mail, or by electronic transmission, such as by email or fax at least thirty days prior to the winter Council meeting, and at least seven days prior to a special meeting. Meetings may be held at any time without notice if all the Councilors are present, or if at any time before or after the meeting those not present waive any objections to concerns or issues with respect to written notice of the meeting.

Section 6. Compensation. No Councilor shall receive any compensation for service in such capacity, but the Council may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of a Councilor's duties.

Section 7. Resignation. Any member of the Council may resign by tendering a resignation in writing, which shall be effective upon acceptance by an Officer.

Section 8. Removal. Any Councilor may be removed with or without cause from the Council by the affirmative vote of two-thirds (2/3) of the Councilors then in office, for conduct detrimental to the Society or failure to fulfill his/her duties as a Councilor. Any such Councilor proposed to be removed shall be entitled to at least five (5) days' notice in writing of the meeting at which such removal is to be voted on and shall be entitled to appear and be heard at such meeting.

ARTICLE III - Officers

Section 1. Officers, Terms. The elected Officers of the Society shall be a President, a President-Elect, a Past President, a Secretary, and a Treasurer. All Officers shall take office on January 1 of the year following their election. The President-Elect shall serve as such for one year, then serves one year as President, and one year as Past President. No person shall be eligible for re-election to the Presidency. The Secretary and the Treasurer shall be elected to terms of three years. No person may hold the office of Secretary and/or Treasurer for more than two full terms. The term of office of any Officer shall terminate upon the election and installation of a successor or upon his or her accepted resignation, death, or removal under these Bylaws.

Section 2. Nomination, Election. The Nominating Committee shall make nominations for Officers. The Nominating Committee shall make not fewer than two nominations for the office of President-Elect and at least one nomination for each of the remaining offices. Nominations may also be received by petitions signed by ten voting Members and containing a written statement by the nominee of willingness to serve if elected. In order that the names of persons so nominated may appear on the ballot, the Executive Director must receive petitions by February 1. The final list of nominees arranged as a ballot shall be distributed to all Society members by May 1, and ballots must be returned to the Executive Director before July 1. Any of these due dates may be adjusted by action of the Council. The candidate for each office receiving the highest number of votes will be elected. In the case of a tie, the outgoing President shall cast the deciding vote.

Section 3. Vacancies. The Council shall, by majority vote, elect Councilors to fill interim vacancies in the offices of Treasurer or of Secretary until the completion of the next regular election. If for any reason the President is unable to fulfill his/her duties, the President may be removed from office by two-thirds vote of Council. An interim vacancy in the presidency shall be filled by advancement of the President-Elect, who shall remain to serve the originally anticipated term as President. In the event that there is no President-Elect to

advance, the Council shall elect one of its members as Acting President to serve until the completion of the next regular election.

Section 4. President. The President shall chair the Council and Executive Committee and shall carry out other activities usually pertaining to the office. The President shall preside over the annual business meeting of the Society at the close of the regular term of office, and as specified by the Council shall have signatory authority for contracts with the Executive Director. No employee of the Society is eligible to serve as President of the Society. The President shall vote only to break a tie. The President, with the approval of Council, will appoint members of the Society as representatives to other groups. The President or his/her designee shall serve as Chair of the E. B. Wilson Award Selection Committee.

Section 5. President-Elect. The President-Elect shall serve as President in the absence of the President. The President-Elect shall automatically succeed to the presidency when the office becomes vacant. The President-Elect shall oversee committee appointments as specified in Article IV in these Bylaws.

Section 6. Past President. The Past President shall serve ex officio on those committees designated by the President and shall serve as President in the absence of the President and President-Elect.

Section 7. Secretary. The Secretary of the Society shall oversee a process by which the minutes and the archives of the Society are kept, shall be responsible for overseeing the process of review of applications for membership, and shall carry out other duties that usually pertain to this office. A Membership Committee, when extant, shall be chaired by the Secretary and assist in member recruitment and retention and promotion of Society activities.

Section 8. Treasurer. The Treasurer of the Society shall oversee a process for the handling and disposition of the Society's funds and shall, unless otherwise determined by the Council, have authority to sign checks, contracts, drafts, and other orders for payment. In consultation with the Finance & Audit Committee, and the Executive Director, the Treasurer shall present the annual budget and the audit, and carry out other duties that usually pertain to this office. The Treasurer shall arrange for the Council to receive a financial report to be presented at each regular and special meeting of the Council. The Council may appoint and empower such Assistant Treasurers as it determines appropriate.

Section 9. Executive Director. The Society may employ an Executive Director, who, as set forth more particularly by contract, shall oversee staff to implement and execute all decisions of the Council, shall oversee all day-to-day matters and duties for the operation of the Society, and shall be an ex officio non-voting member of the Council. The Executive Director shall oversee a National Office to carry out day-to-day operations of the Society and to report to the Executive Committee. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Council or Executive Committee may from time to time authorize; the execution of contracts or other instruments on behalf of the Society; and the signing of checks, drafts, or other orders for payment of money provided that the Council may, by resolution, provide that such checks, drafts, or other orders for payment above such amount as may be specified in a resolution shall require the countersignature of one or more specified Officers of the Society. The Treasurer and Executive Director may authorize a designee to sign checks and contracts for expenses up to a level specified by Council.

In the event of a query on established policy, the Executive Director and/or Public Policy Director may speak on behalf of the Society without prior consultation. Under State law, as set forth in Article V herein, the Executive Director is not to be present for the deliberation and vote in setting executive compensation, and the board or committee minutes are to document that fact.

ARTICLE IV – Committees

Section 1. Committees of Councilors. The Council, by resolution adopted by a majority of the Councilors in office, may designate and appoint one or more committees, and, unless otherwise noted, shall appoint each committee's members, each of which shall consist of two or more Councilors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the Society, except that no such committee shall have the authority of the Council in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing, or removing any member of any committee or any Councilor or Officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Society; revoking proceedings for dissolution; or amending, altering, or repealing any resolution of the Council which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council or any individual Councilor of any responsibility imposed thereon by law.

Section 2. Executive Committee. There shall be an Executive Committee composed of the elected Officers and such other members of the Council as may be specified in the Bylaws or determined by the Council, which shall report and be responsible to the Council and shall have general charge of the affairs of the Society in the interval between Council meetings. The Executive Committee shall have such powers and shall perform such duties as the Council may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Society. Notwithstanding other provisions to the contrary, the Executive Committee may be abolished at any time by the vote of a majority of the whole Council, and during the course of the Committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed by the Council, as it may deem appropriate. It may conduct the business of the Society by formal meeting, correspondence, telephone, or other means of communication, provided a majority of members of the Executive Committee participates. It shall meet at the Annual Meeting of the Society and at other times at the discretion of the President. It shall authorize the disbursement of budgeted Society funds, and it shall see that an annual audit of the Society finances is obtained. It shall undertake such other duties as may be delegated to it by the Council, or as are not otherwise assigned, and it shall report to the Council. It or its designee shall select, with Council approval, the Executive Director.

Section 3. Standing Committees. All standing Committee Chairs shall report verbally or in writing to Council at its spring and winter meetings. The Society shall maintain standing committees, whose responsibilities, procedures, terms, term limits, and activities, unless adjusted by a resolution adopted by the Council, shall include but not be limited to the following:

A. Nominating Committee. It is the responsibility of the Nominating Committee to prepare lists in the early spring for a ballot in the late spring of nominees from the members as described in Article III of the Bylaws, with a view to securing wide representation on the Council. The Nominating Committee shall also ascertain the willingness of each nominee to serve if elected. The Chair and members of the Nominating Committee shall be chosen for a one-year term, which may be renewed for Committee Members. The Council shall approve the Chair and the Executive Committee must approve the members. The Chair and at least one other member of this Committee shall not be a member of the Council.

B. Program Committee. The Program Committee organizes the scientific program, selects the invited speakers, and schedules the speakers' presentations at the Annual Meeting, which is generally held in late fall/early winter, and includes symposia, minisymposia, special interest meetings, and other scientific events. The staff in consultation with the Committee Chair solicits abstracts of scientific work and the Program Committee Chair schedules their presentation as papers or posters. The incoming Chair will solicit suggestions from a wide range of sources including Council, and the Chairs of the Minorities Affairs Committee and Women in Cell Biology Committee, and will submit suggested symposia and minisymposia topics and speakers

to Council for its review at its winter Council meeting one year preceding the meeting to be arranged. The final program will be the result of a consensus between the Program Committee and Council. The Committee shall be composed of a Chair, the Past Chair, the President, and at least five other members of the Society to be chosen for a one-year term, which may be renewed for Committee members.

C. Public Policy Committee. The Committee shall regularly advise the Society on the current status of public policy toward cell biology, especially with regard to research funding, relevant science policies, and education. When appropriate, it will meet with Members of Congress and other government officials for the purpose of giving advice on funding priorities and other matters relevant to cell biology. The Chair of this Committee or a designee is authorized to serve as the representative to other public policy committees and coalitions, as needed. The Committee shall consist of a Chair, the President, the Past President, and no fewer than five members of the Society. The Chair and members of this Committee will be appointed for a three-year term, which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair.

D. Public Information Committee. This Committee will oversee activities to foster education of the lay public in cell biology. The Chair and three or more members will be chosen for a three-year term, which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair.

E. Finance & Audit Committee. The Committee shall receive the total budget proposals annually from the Treasurer or staff, organize and oversee the annual financial audit, and shall select and meet annually in person or by telephone with the auditor at least once without the Executive Director and Finance Director present. It shall evaluate the financial status and expenditures and recommend the annual budgets, fiscal policies, financial practices, reserve fund strategies, and investment allocations of the Society to the Council for approval. The Finance & Audit Committee shall be chaired by the Treasurer and will consist of at least three additional members. The President and President-Elect shall be ex officio members of the Committee without vote. This Committee may include nonmembers with significant professional experience in finance and/or accounting. Committee members will be chosen for a three-year term, which can be renewed, for a maximum of six consecutive years of service.

F. Education Committee. The Education Committee may involve itself with biology education at any and all levels. It may advise on curriculum, generate or adapt tools for use in teaching cell biology, and organize learning and research opportunities for K–12 and other educators, and workshops on college teaching of cell biology. The Chair and five or more Committee members shall be appointed for a term of three years, which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair. The Council shall appoint a member of the Minorities Affairs Committee to serve on the Education Committee.

G. Minorities Affairs Committee. The major objectives of the Minorities Affairs Committee are to provide opportunities for underrepresented minorities in the field of cell biology and to develop careers of minorities in cell biology. The Chair and Committee members will be chosen for a three-year term, which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair.

H. Women in Cell Biology Committee. The major objective of the Women in Cell Biology Committee is to provide opportunities and information useful to women and men in developing their careers in cell biology. Members of the Women in Cell Biology Committee will carry out the following functions: nominations, award selections, publications (organizing assembly and revisions of booklets as approved by Council), and communications (coordinating columns for the ASCB Newsletter). The Committee shall consist of a Chair and a minimum of five other members. The Chair and Committee members will be chosen for a three-year term,

which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair.

I. International Affairs Committee. The major objective of the International Affairs Committee is to serve ASCB's international members and enhance their engagement in the Society, to reach out to international colleagues to promote international scientific exchange, and to contribute to building capacity in cell biology worldwide. The Chair and Committee members will be chosen for a three-year term, which can be renewed, for a maximum of six consecutive years of service as Committee members, and an additional six consecutive years as Chair.

Section 4. Other Committees. Other committees not having and exercising the authority of the Council in the management of the Society may be established in such manner as may be designated by resolution adopted by a majority of the Councilors present at a meeting at which a quorum is present. Or, if permitted by law, Council may establish such committees according to the manner of acting noted in Article V. Except as otherwise provided in such resolution, members of each such committee need not be Councilors of the Society.

Section 5. Committee Chairs. Each committee shall have a chair or co-chairs appointed by the President-Elect in consultation with the Executive Committee and approved by Council, except as otherwise provided in these Bylaws. Chairs of committees serve a three-year, renewable term, unless otherwise specified.

Section 6. Committee Members. The President-Elect in consultation with the committee chair will nominate the committee members. Committee members must be approved by the Executive Committee. The minimum number of members on each Committee will be five plus the chair, unless otherwise noted. The term of each committee member is three years unless otherwise specified, and each committee member shall continue as such until the next meeting of the Council and until a successor takes office, unless the committee is terminated, the member is removed from such committee, or the member ceases to qualify as a member thereof. All chairs, committee members, and committee associate members shall be Society members in good standing, unless otherwise noted.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V - Manner of Acting

Section 1. Manner of Acting. For all Society decision-making, a majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws. Any action that may be taken at a meeting, if permitted by law, may be conducted by mail or email ballot in such manner as the Council may by resolution determine.

Section 2. Alternative Action. Any action required by law to be taken at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed or electronically transmitted, such as by email, by all of those entitled to vote with respect to the subject matter thereof.

Section 3. Meetings Held in Whole or Part Through the Use of Telecommunications. Any one or more Councilors or members of a committee may participate in a meeting of the Council or committee by means of a conference telephone or other telecommunications or video communications device that allows all persons participating in the meeting to hear each other or to see in written form the words of the other members (as may

be accomplished through the use of an Internet-assisted conference), and such participation in a meeting shall be deemed presence in person at such meeting.

Section 4. Decisions about Compensation. In accordance with State law, the Society may pay reasonable compensation to its members, directors and officers for services, but those individuals shall not be present at or participate in any board or committee deliberation or vote concerning their compensation and the board or committee minutes are to document that fact. However, if requested to do so by the board or committee, they may be present to provide information or answer questions prior to the commencement of the deliberations or voting.

ARTICLE VI - Publications

The American Society for Cell Biology is empowered to publish or to enter into agreements with others to publish such journals and other publications as may be authorized and specified by Council.

ARTICLE VII - Indemnification

The Society shall indemnify Officers, Councilors, duly appointed or elected committee members, Editors, Associate Editors, Editorial Board members, and Employees (“Indemnified Parties”) against any and all expenses and liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit, or proceeding (whether actual or threatened, brought by or in the right of the Society, or otherwise, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been an Indemnified Party of the Society to the full extent permitted by law. The Society may exercise any powers it is authorized to exercise, including the power to purchase and maintain indemnification insurance, provided, however, that there shall be no indemnification in relation to matters as to which such Indemnified Parties shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements judgments, fines, penalties, and amounts paid in settlement by such Indemnified Parties. The Society may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any Indemnified Party, provided, however, that such Indemnified Party shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such Indemnified Party may be entitled, under any law, bylaw, agreement, and vote of the Council or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an Indemnified Party. If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VIII - Amendments to the Bylaws

Amendments to the Bylaws may be initiated by individual members of the Council or by a petition to the Council signed by 50 voting members of the Society. The Council must act upon amendments within seven months of initiation. Approval by a majority of the entire Council is required for further consideration of an amendment. Within twelve months following Council approval, the amendment must then be presented to the membership. This can be accomplished by a mail ballot or, to the extent permitted by law, by an email or Internet-assisted ballot; for such ballots, the amendment is adopted upon approval by a majority of those voting members who vote on the matter. The amendment may also be considered at an official business meeting provided that a quorum is present; in this case, the amendment must be approved by a two-thirds majority of those voting.

ARTICLE IX - Fiscal Year

The fiscal year for the Society shall be the calendar year.