

BYLAWS OF
THE MIDSOUTH COMPUTATIONAL BIOLOGY AND
BIOINFORMATICS SOCIETY (MCBIOS)

[Adopted on November 15, 2003]

Article I. Name

The name of the Society shall be the **MidSouth Computational Biology and Bioinformatics Society (MCBIOS)**.

Article II. Purpose

The purposes of the Society are scientific, educational, literary, charitable, and no other. In furtherance of these purposes, the business and objectives of the Society shall be (a) to advance the understanding of bioinformatics and computational biology; (b) to bring together scientists of various backgrounds and disciplines; (c) to facilitate the collaboration of researchers with similar or complementary backgrounds to solve biological, health, and/or medical problems; (d) to promote education in bioinformatics and computational biology; (e) to inform the general public on the results and implications of current research in bioinformatics and computational biology; and (f) to promote other activities that will contribute to the development of bioinformatics and computational biology. The Society will especially support, encourage, and mentor our Student Members.

Article III. Membership

Section 1. Members. The Society shall consist of two classes of members: Regular and Student.

Section 2. Regular Members. Any person who has a professional interest in bioinformatics or computational biology is eligible to be a Regular Member. Applications shall follow procedures defined by Board of Directors.

Section 3. Student Members. Students enrolled in programs at degree-granting institutions of higher education are eligible to apply for Student Membership. Student membership shall terminate at the end of the first membership year in which the Student is able to apply for Regular membership after completing or otherwise leaving the degree granting program. Student Members are eligible for reduced dues and assessments.

Section 4. Dues and Assessments. The Board of Directors shall set annual dues and special assessments to the Members according to the needs of the Society. The Membership year starts with the commencement of the Annual Meeting.

Article IV. Meetings

Section 1. Annual Meeting. 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 President shall notify members of Annual Meetings and Special Meetings of the membership as a whole, indicating the place and time of the meeting and, in case of a Special Meeting, the purpose for which the meeting is called. Such notice of Special Meetings shall be distributed not less than ten or more than fifty days before the date of the meeting. Notice of the Annual Meeting is to be given no later than six months prior to the Annual Meeting.

Article V. Officers

Section 1. The Presidential Officers. The President shall preside at meetings of Board of Directors, Annual Meetings, and Special Meetings of the Society; shall be responsible for executing policies determined by Board of Directors; shall act as spokesperson for the Society; and shall see that all Orders and Resolutions of the Board of Directors are carried into effect. The President shall serve as Chairperson of the Executive and Conference Committees. The Past President and the President-Elect shall assist the President, shall be members of Board of Directors, and shall substitute for the President when necessary. The Past President shall take precedence over the President-Elect in substituting for the President.

Section 2. Election and Succession of Presidential Officers. The President-Elect shall be elected annually for a period of one year by a vote of eligible members of the Society during the Annual Meeting. The President-Elect, the President, and the Past President are required to be Regular Members of the Society and in good standing. Election of the President-Elect shall be by simple plurality of votes received from all Members attending the election during the Annual Meeting and Members who voted by a Board-approved proxy mechanism. The President-Elect shall assume that office at the conclusion of the Annual Meeting; at the same time, the previous President-Elect shall become President and the previous President shall become Past President. Past Presidents shall not be eligible for re-election to the office of President-Elect or as a Director for a period of one year after completing their term as Past President.

Section 3. The Secretary. The Secretary shall assist the President and shall be responsible for the minutes of all meetings of the Board of Directors and Special Meetings. The Secretary shall be elected by the Board of Directors from amongst their ranks and may not also hold a Presidential Office. The Secretary shall substitute for the President if neither the Past President nor the President-Elect can serve.

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 in books belonging to the Society. The Treasurer shall render to the President and 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. The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall be elected by the Board of Directors from amongst their ranks and may not also hold a Presidential Office. The Treasurer shall substitute for the President if the Past President, the President-Elect, and the Secretary cannot serve.

Article VI. Board of Directors

Section 1. Board of Directors. The Society's affairs shall be conducted through a Board of Directors consisting of six elected Directors and the President, President-Elect, and Past President. All nine members of Board of Directors shall be entitled to one vote each. The Chair of each officially-recognized Chapter of the Society is an ex-officio member of the Board of Directors and is entitled to participate in all full Board of Directors meetings in a non-voting capacity.

Section 2. Quorum. A quorum of Board of Directors shall consist of six Board members.

Section 3. Meetings. The Board of Directors shall meet at the Annual Meeting and at other times and places as is deemed necessary. Meetings may be conducted in person, via videoconference, and/or by telephone or other form of live telephonic communication. The Board of Directors may also conduct business by mail, email, or via web surveys but in such cases any vote must be by a minimum of two-thirds of all members of the Board.

Section 4. Election of Directors. The six Directors shall be elected for three-year, staggered terms (two each year). A minimum of two of the Directors and the President-Elect are to be elected at each Annual Meeting. If an existing Director is elected President-Elect, a replacement will then be elected to complete the Director's remaining term, if any. Newly-elected Directors are required to be Regular Members of the Society and in good standing. Directors who are completing three or more consecutive years on the Board may not be reelected except as President-Elect. Immediate Past Presidents are ineligible to be returned to the Board of Directors as either President-Elect or as a Director. Newly-elected Directors shall assume office at the conclusion of the Annual Meeting.

Section 5. Resignation of Board Members. In the event that a Board Member (including a Presidential Officer) resigns, the Board of Directors is authorized to name an acting replacement Board Member to serve the remainder of the current term year until the next Annual Meeting at which time the Membership shall elect a replacement to serve out the remaining term, if any, of that Board Member.

Section 6. Removal of Board Members. In the event of gross negligence or failure to properly fulfill the duties of a Board Member, a minimum of seven of the nine Board Members may vote to remove any Board Member (including a Presidential Officer) and to name an acting replacement Board Member to serve the remainder of the current term year until the next Annual Meeting at which time the Membership shall elect a replacement to serve out the remaining term, if any, of that Board Member.

Section 7. Replacement of a Presidential Officer. If a Board Member who held a Presidential Office resigns or is removed from office, the Board is authorized to name an acting replacement Board Member as described above. In addition, if that Board Member held the office of Past President, the Board will function for the remainder of the term year without that officer, with the Membership electing a new President-Elect (as usual) at the next Annual Meeting. If the resigning Board Member held the office of President, then the President-Elect will immediately become President for the remainder of the current term year and will remain as President for the subsequent term year, as originally planned, with the Membership electing a new President-Elect (as usual) at the next Annual Meeting. If the resigning Board Member held the office of President-Elect, the Board will function for the remainder of the term year without that officer and the Membership shall elect both a President and President-Elect at the next Annual Meeting.

Article VII. Committees

Section 1. Formation. The Board of Directors may appoint committees to act for the Board for special purposes, designating their duties and powers in the resolution of appointment. Such resolution must be adopted by a majority vote of the members of the Board of Directors. The Board of Directors may also appoint or designate members of the Society or other qualified individuals to serve as members of the committees as deemed appropriate. This action must be adopted by a majority vote.

Section 2. Standing Committees. Standing Committees shall include – but are not limited to – the following Committees: Executive, Finance, and Conference. Members of all Committees serve at the discretion of the Board of Directors.

- a. *Executive Committee.* The Executive Committee, chaired by the President and also consisting of the Past President and President-Elect, shall make decisions as to the suitability of any use of the Society's name by Committee Chairpersons, Officers, and Board Members in any publication or public address. Subject to applicable provisions of law, the Articles of Incorporation and these Bylaws and to the direction and continuing oversight of Board of Directors, the Executive Committee shall be authorized by the Board of Directors to act on its behalf between meetings of the Board of Directors. The Executive Committee shall report its routine actions to the Board of Directors directly on a regular basis. Issues relating to major policy changes, major financial changes, and major disputes shall always be referred to Board of Directors for due consideration and action. The Executive Committee also functions as the Nominating Committee and will submit a slate of potential Directors and President-Elect candidates at the Annual Meeting.
- b. *Finance Committee.* The Finance Committee, composed of the Treasurer as Chairperson, three or more Members, the President, and the President-Elect, shall advise the Board of Directors respecting the annual budget, the management of the Society bank accounts, and other financial matters.
- c. *Conference Committee.* The Conference Committee shall be responsible for the organization, preparation, and hosting of the Annual Meeting and for any special scientific sessions sponsored and authorized by the Board of Directors. Substantial change in practice or policy – especially matters affecting financial liability, public relations, or relations with other societies – must be approved by the Board of Directors. The Conference Committee shall be chaired by the President. Co-chairs include the Chair of the Conference Program Subcommittee and the Chair of the Conference Local Organizing Subcommittee. The Co-Chairs (and the Chapter of the Society which will be hosting the next Annual Meeting) will be announced at the prior Annual Meeting after selection by the Board of Directors. The Conference Committee may include as many Members and non-members as the Chair and Co-Chairs deem necessary.

Article VIII. Chapters

Section 1. Recognition. The Board of Directors may choose to recognize any Chapter made up of three or more Members with a duly-elected Chair who may optionally participate in Board of Director meetings in an ex-officio capacity. Chapters who wish to be recognized must apply for recognition and indicate their planned meeting schedule, any proposed Chapter dues, and their purpose for organizing.

Section 2. Meeting Requirements. Each Chapter is required to have a minimum of two meetings per year and to report on Chapter activities over the past year at each Annual Meeting.

Section 2. Hosting Annual Meetings. Only recognized Chapters may host the Society's Annual Meetings. A Chapter so chosen must be able to provide sufficient staff, including a Chair, for the Conference Local Organizing Subcommittee of the Conference Committee and prepare a conference budget which must be approved by the Finance Committee and adopted by the Board of Directors.

Article IX. Fiscal Year

Section 1. Period. The fiscal year of the Society shall be the calendar year commencing on the 1st day of January and ending on the 31st day of the following December.

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

Article X. Amendments

Amendments to the Bylaws may be proposed by majority of Board of Directors, or by a written proposal signed by not less than five percent (5%) of the voting membership. Thereafter, the Bylaws may be amended by a simple majority of votes cast by the voting membership attending the Annual Meeting and Members who voted by a Board-approved proxy mechanism.

Article XI. Dissolution

In the event of the dissolution or termination of the Society, title to and possession of all the property of the incorporated Society shall pass forthwith to such organization or organizations qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, that in the option of Board of Directors is or are best fitted to carry on the purpose of the MidSouth Computational Biology and Bioinformatics Society.