

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

**Article I. Name**

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

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**Article II. Purpose**

**Section 1. Purposes.** 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.

**Section 2. Non-Profit Status.** The Society is organized and shall be operated as a not-for-profit membership corporation organized under Oklahoma law. If the Board of Directors of the Society elects to seek and obtains an exemption for the Society from Federal taxation pursuant to Section 501(a) of the Internal Revenue Code, as amended (the "IRC"), and until such time, if ever, that such exemption is denied or lost, the Society shall not be empowered to engage directly or indirectly in any activity which the Society believes would be likely to invalidate its status as an organization exempt from federal taxation under Section 501(a) of the IRC as an organization described in Section 501(c)(3) of the IRC.

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**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. A Regular Member in good standing is entitled to vote at any meeting of the members.

**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. Student Members are eligible to vote.

**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.

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#### **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. Notice of an Annual or Special Meetings shall be distributed not less than ten or more than 60 days before the date of the meeting; provided that the Board may tentatively schedule the date, place and time of the Annual Meeting, and provide notice thereof, more than 60 days before the date of the meeting.

**Section 3. Quorum.** Except as otherwise required by law, ten percent of all of Regular Members entitled to vote at the meeting constitutes a quorum for all purposes at any meeting of the Regular Members. In the absence of a quorum at any meeting or any adjournment thereof, a majority of the Regular Members entitled to vote who are present may adjourn such meeting to another place, date or time.

**Section 4. Voting by Regular Members.** Each Regular Member has one vote. Except as provided herein, a plurality of the votes cast determines all elections and, except when the law requires otherwise, a majority of the votes cast determines all other matters.

The Regular Members may vote by voice vote on all matters. However, upon demand by a Regular Member entitled to vote, the Regular Members shall vote by ballot. In that event, each ballot shall state the name of the Regular Member voting, the number of shares voted and such other information as the Society may require under the procedure established for the meeting.

**Section 5. No Proxy Voting.** Voting by proxy is not permitted.

**Section 6. Written Consent.** The Regular Members may take any action that they could take at any Annual or Special Meeting without a meeting, prior notice and a vote if the minimum number of Regular Members necessary to authorize or take the action at a meeting at which all Regular Members entitled to vote were present and voted, sign a consent in writing, setting forth the action taken. The Secretary shall give prompt notice of the taking of any corporate action without a meeting by less than unanimous consent to the Regular Members who have not consented in writing.

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#### **Article V. Officers**

**Section 1. The Presidential Officers.** The President shall preside at meetings of the 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 Committee. 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. The Past President shall prepare a slate of nominees to the Board of Directors for presentation to the membership at the annual meeting.

**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 the Regular Members in good standing 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 appointed by the President and confirmed with a majority vote of the Board of Directors and may not also hold a Presidential Office. The Treasurer serves as a voting Board Member and will stay in office until such time that the Treasurer resigns or is replaced by the Board of Directors by a majority vote. The Treasurer shall substitute for the President if the Past President, the President-Elect, and the Secretary cannot serve.

**Section 5. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society. The Board may make such authorization general or special.

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## **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 and the Treasurer. All ten 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 Directors. In the absence of a quorum, a majority of Directors present at any meeting may adjourn the meeting to another place, date or time without further notice.

**Section 3. Meetings.** The Board of Directors shall meet at the Annual Meeting, notice of which need not be given. The Board may meet at other times and places as it deems necessary and shall provide written notice to each Director of the time, place, date and purpose of the meeting of not less than three business days if by mail and not less than 24 hours if by email, fax or in person. 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, web surveys or other written consents, 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 immediately reelected except as President-Elect but may be re-elected to another term as a director after one year. The outgoing Past President is ineligible to return 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 Directors.** In the event that a Director (including a Presidential Officer) resigns, the Board of Directors is authorized to name an acting replacement Director to serve the remainder of the current term year until the next Annual Meeting at which time the Regular Members shall elect a replacement to serve out the remaining term, if any, of that Director.

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

**Section 7. Replacement of a Presidential Officer.** If a Director who held a Presidential Office resigns or is removed from office, the Board is authorized to name an acting replacement Director as described above. In addition, if that Director 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 Director 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 Regular Members electing a new President-Elect (as usual) at the next Annual Meeting. If the resigning Director held the office of President-Elect, the Board will function for the remainder of the term year without that officer and the Regular Members shall elect both a President and President-Elect at the next Annual Meeting.

**Section 8. Limits on Liability of Directors.** To the fullest extent permitted by the General Corporation Act, as the same exists or may be amended, a Director of the Society shall not be

personally liable to the Society or its Members for monetary damages for breach of fiduciary duty as a Director.

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## **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, Conference, Student, Resource Management and Collaboration. Members of all Committees serve at the discretion of the Board of Directors. The Board of Directors has oversight and final decision-making authority over all standing committee decisions. Committees may have officers and subcommittees.

- a. *Executive Committee.* The Executive Committee, chaired by the President and also consisting of the Past President, President-Elect, Secretary and Treasurer, shall make decisions as to the suitability of any use of the Society's name by Committee Chairpersons, Officers, and Directors 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.
- b. *Finance Committee.* The Finance Committee, composed of the Treasurer as Chairperson, the President, and the President-Elect, and as many Members as the Chair deems necessary shall advise the Board of Directors with respect to the annual budget, the management of the Society bank accounts, and other financial matters.
- c. *Conference Committee.* The Conference Committee shall be an oversight committee on conferences assuring where the next three conferences will be held. 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 a member of the board. 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.
- d. *Student Committee.* The Student Committee shall develop ideas for mentoring students in the area of bioinformatics and computational biology and encouraging their membership and

participation in MCBIOS. The committee shall be chaired by a member of the board and may include as many members as the chair deems necessary.

e. *Resource Management.* The Resource Management committee shall oversee matters concerning membership, affiliate organizations, MCBIOS website and Listserv. The committee chair shall be the President-elect and members will include the Secretary, Treasurer and Past-President. The Resource Management committee may include as many Members as the chair deems necessary.

f. *Collaboration.* The Collaboration committee shall facilitate research collaboration, technology sharing, and investigate establishing a Speaker Bureau for MCBIOS. The chair of the Collaboration committee shall be a member of the board. The committee may include as many Members as the chair deems necessary.

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## **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. Chapters remain at all times under the supervision and authority of the Board of Directors, which may revoke recognition.

**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 3. 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.

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## **Article IX. Indemnification of Directors, Officers, Employees and Agents**

**Section 1. Actions Other Than in the Right of the Society.** The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Society and, with respect to any criminal action or

proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Society and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Actions by or in the Right of the Society.** The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Society or is or was serving at the request of the Society as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Society; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Society unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 3. Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Society.

**Section 4. Insurance.** The Society may purchase (upon resolution duly adopted by the Board of Directors) and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability.

**Section 5. Indemnification Required.** To the extent that a Director, officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

**Section 6. Entitlement.** Every such person shall be entitled, without demand upon the Society or any action by the Society, to enforce his or her right to such indemnity in an action at law against the Society. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action,

suit or proceeding to have assessed or allowed in his or her favor against the Society or otherwise, costs and expenses incurred or in connection therewith or any part thereof.

## **Article X. Conflicts of Interest**

### ***Section 1. Definitions.***

(a) *Interested Person.* Any Director or officer who has a material direct or indirect financial interest, as defined in this Article, is an interested person.

(b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) an ownership or investment interest in any entity with which the Society has a transaction or arrangement; (ii) a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement. A person shall not be deemed to have a “financial interest” due to an employment arrangement with, or serving as a director or officer of, another non-profit entity that is exempt from federal income taxation under the Code.

***Section 2. Disclosure.*** An Interested Person shall disclose to the Directors the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Society.

***Section 3. Procedures for Addressing Conflicts of Interest.*** The President or the Chair of a committee considering a transaction or arrangement involving an Interested Person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board or committee shall determine whether the Society may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by a majority vote of the disinterested Directors, whether the transaction or arrangement is in the best interest of the Society and whether the transaction is fair to the Society.

***Section 4. Violations.*** If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose a conflict of interest as required in this Article, the Board or committee shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose a conflict of interest as required in this Article, the Board or committee shall take appropriate disciplinary and corrective action.

***Section 5. Record of Proceedings.*** The minutes of the Board or committee shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken.



**Section 6. Compensation.** A Director or committee member who receives compensation, directly or indirectly, from the Society shall not vote on matters pertaining to his or her compensation.

**Section 7. Annual Statements.** Each Director, officer and committee Chair shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Section 8. Periodic Reviews.** To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 9. Validation of Contracts.** No contract or transaction between the Society and one or more of its Directors, officers or members, or other organization in which one or more of its Directors, officers or members are directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the Director, officer or member is present at or participates in the meeting of the Board which authorizes the contract or transaction or solely because his or her vote is counted for such purposes if:

- (a) The material facts as to the Director's interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director(s); or
- (b) The contract or transaction is fair as to the Society as of the time it is authorized, approved or ratified by the Board of Directors.

**Section 10. Quorum.** Interested Directors may be counted in determining the presence of a quorum at a meeting at which the Board of Directors authorizes the contract or transaction.

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## **Article XI. 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.

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**Article XII. Policy against Discrimination**

The Society shall not exclude from participation, deny benefits or services, or discriminate against any individual, on the basis of race, color, national origin, religion, sex or physical disability or impairment, under any program or activity it sponsors or conducts.

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**Article XIII. Amendments**

Subject to the provisions of the Certificate of Incorporation, the Regular Members or the Board of Directors may amend or repeal these Bylaws at any meeting or by written consent. The Secretary shall record all amendments or repeals of these Bylaws by making the required changes on the Society's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of the Bylaws) in a parenthetical following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

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**Article XIV. 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.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Society, as adopted by the Board on [Month/day], 2009.

Executed as of [Month/day], 2009.

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\_\_\_\_\_, Secretary