

## **Bylaws of the American Society for Microbiology, Maryland Branch Ltd.**

Bylaws for the American Society for Microbiology, Maryland Branch Ltd. as adopted April 23, 1960; revised December 1961, March 1964, May 1972, April 1981, April 1987, amended November 2009, and revised following incorporation February 2010 and June 2018.

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### **ARTICLE I. NAME**

This organization is named "American Society for Microbiology, Maryland Branch Ltd." and hereafter referred to as "Branch".

### **ARTICLE II. PURPOSE**

The organization exists to encourage interest in and further the education of the public, students, and its membership with respect to the field of microbiology within the State of Maryland.

### **ARTICLE III. MEMBERSHIP**

#### Section 1. Membership Classes

1. Active Members. Any person interested in the objectives of the Branch as defined in Article II, shall be eligible for membership.
2. Student Members. A student enrolled in a degree program of microbiology or a related field shall be eligible to become a Student Member.
3. Emeritus Members. Any member, who was in good standing in the Branch, preceding retirement from remunerative professional work, may request election by the Board of Directors to emeritus status.
4. Sustaining Members. A person, commercial company, or organization interested in supporting the objectives of the Branch shall be eligible to become a Sustaining Member. Organizations and companies will delegate an individual who shall exercise their privileges of membership.

#### Section 2. Membership Privileges

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1. All members of the Branch shall have the privilege of attending meetings of the Branch, and of presenting papers and participating in discussion of papers.
2. All members shall have a vote in the affairs of the Branch.
3. Members whose dues are in arrears for two fiscal years or more shall cease to be members of the Branch until their dues in arrears shall have been paid, at which time they shall be automatically reinstated. The Board of Directors shall keep members informed of their membership status.

### Section 3. Discontinuance of Membership

Membership may be terminated either upon: a) Delivery of a formal notice of resignation to the Board of Directors by the member, b) Nonpayment of dues for a period of two fiscal years, or c) Unprofessional conduct. The Board of Directors shall automatically notify the member of this action at least one month prior to the effective termination date.

### Section 4. Student Chapters.

The Branch may sponsor student chapters within the State of Maryland in accordance with the guidelines of the American Society for Microbiology national organization, and assume the responsibility and oversight duties so proscribed. The liability provisions described in Section VIII of these Bylaws apply to the founding, responsibility, oversight, and membership of all Branch student chapters.

## **ARTICLE IV. BOARD OF DIRECTORS**

### Section 1. Board of Directors Composition

The Branch shall be governed by a Board of Directors composed of the President, President-Elect, Secretary, Treasurer, Councilor, and Immediate Past President.

### Section 2. Board of Directors' Duties

1. The Board of Directors shall have the authority to manage the activities, and act in the interests of the Branch, and represent the Branch in meetings and discussions with other organizations and agencies, including those pertaining to financial and legal matters.
2. It shall further be responsible for formulating an annual budget and otherwise managing Branch finances, planning and executing the program for each year including calling the meetings of the organization, carrying out yearly elections of new officers, communicating with the membership, and disbursing annual Branch awards.
3. The Board of Directors shall hold at least two meetings each year separate from regular meetings. A quorum at a Board of Directors meeting shall be a majority of its members.
4. Decisions of the Board of Directors shall be by majority approval of its members with votes by voice, show of hands, or ballots.
5. Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action prior to the start of the next regular meeting. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

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6. Interpretation of the intent and language of the Bylaws, including all amendments that may be approved and enacted, shall be determined by a majority vote of the Board of Directors.
7. The Board of Directors shall rent a mailbox that will serve as the physical address and Headquarters of the Branch.

### Section 3. Overruling the Board of Directors

Decisions or actions of the Board of Directors may be overruled by a two-thirds majority vote of the active Branch members.

## **ARTICLE V. OFFICERS**

### Section 1. Officers.

The officers of the Branch shall be a President, a President-Elect, a Secretary, a Treasurer, and a Councilor. The duties of the officers shall be those conventionally associated with the official titles and as described in these Bylaws.

### Section 2. Eligibility.

Only active members of the Branch shall be eligible to hold office. The President, President-Elect, and Councilor shall also be members in good standing of the American Society for Microbiology national organization.

### Section 3. Duties.

1. The President shall call and preside at all meetings of the Branch and Board of Directors. This Officer appoints the members to all committees that may be necessary, and discharges all duties that normally pertain to this office.
2. The President-Elect shall assume the duty of the President in the latter's absence and assist the President in the performance of their duties.
3. The Secretary shall maintain the membership roster, oversee communications with members pertaining to Branch matters, insure that written minutes are available upon request following all Branch and Board of Directors meetings, and manage Branch mail.
4. The Treasurer shall collect and disburse monies as ordered by the Branch in addition to discharging other duties normally incident to this position.
5. The Councilor shall represent the Branch or its Board of Directors to the American Society for Microbiology national organization and shall report at regular meetings of the Branch.

### Section 4. Elections.

1. Officers for the ensuing year shall be elected annually by a majority vote of members present. Elections shall take place at the last regular meeting before 1 July of each year. Vacancies shall be filled by special election at a regular meeting. Voting may be by voice, show of hands, or ballot. Nominations for branch officer positions and voting may be conducted online via email or an online ballot. Nominations may be offered by any

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active member or solicited from the membership by the Board of Directors. The Councilor will be elected to a maximum of two 3-year terms in a lifetime.

2. The Board of Directors shall have the power to remove any Board of Directors member who, without just cause, fails to attend two regular Board of Directors meetings in one calendar year.
3. A member of the Board of Directors may be removed from office by a two-thirds majority vote of the membership at any regular or special meeting, or a two-thirds majority vote of the Board of Directors at any regular, special, or Board meeting.
4. Vacancies on the Board of Directors that occur shall be filled for the balance of the term by an appointment by and meeting with the majority approval of the Board of Directors.

### Section 5. Terms of Office.

All officers shall serve one-year terms. Officers are elected to serve for the period of 1 July to 30 June. No President or President-Elect may serve for consecutive terms.

## **ARTICLE VI. MEETINGS**

### Section 1. Regular Meetings.

The Branch shall meet at least four times a fiscal year. Members shall be notified at least ten days in advance of a regular meeting. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting. Each regular meeting will include a scheduled business meeting that includes reports from officers as needed, discussion of pending Branch matters and Board of Directors' decisions. Regular meetings shall be open to the public.

### Section 2. Special Meetings.

Special meetings may be called by the President after consultation with the other officers. Notice of such meetings and the agenda thereof shall be given to members at least ten days in advance of the special meeting. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

### Section 3. Quorum.

No action taken at any regular meeting of the Branch or at any special meeting called by the President shall be binding unless a quorum is present. 20% of the active membership shall constitute a quorum.

### Section 4. Committees.

One or more individuals may be solicited from the membership and/or drawn from the Board of Directors to fill ad hoc positions or committees as needed.

### Section 5. Unprofessional Behavior.

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Members and other attendees exhibiting disruptive or unprofessional behavior at a meeting may be prohibited from engaging in further discussion at that meeting, or expelled from that meeting with assistance from facility or law enforcement personnel, by majority vote of Branch members in attendance by voice or show of hands.

### **ARTICLE VII. FINANCES**

#### Section 1. Branch Dues.

1. Branch dues for members shall be determined by the Board of Directors in accordance with guidelines from the American Society for Microbiology national organization, and payable yearly to the Treasurer of the Branch.
2. Members shall be assessed for dues and all monies so collected shall be the property of the Branch exclusively. Emeritus members shall be exempt from the payment of dues or assessments.

#### Section 2. Annual Audit.

1. An annual audit of the financial records of the Branch will be made by a non-member familiar with the activities of the Branch, selected by the Board of Directors, and announced to the membership. Results of the audit will be reported at the next regular meeting.
2. The fiscal year for the Branch shall be from 1 January to 31 December.

#### Section 3. Financial Representation.

1. The Treasurer is designated to represent the Branch in all financial matters. The President, Secretary, Treasurer, and President-Elect are authorized to collect and disburse monies as necessary for the Branch.
2. The President, President-Elect, Treasurer, or Secretary of the Board of Directors or any other agent of the Branch designated by the Board of Directors shall have signature authority for checks, notes, acceptances, and orders for payment of money
3. All members of the Board of Directors shall have signature authority for contracts, leases and deeds of any kind designated by the Board of Directors.

### **ARTICLE VIII. TAX-EXEMPT STATUS**

#### Section 1. Branch Operation.

1. The Branch shall operate exclusively as a scientific and educational organization. No part of the net income of this Branch shall inure to the benefit of, or be distributed to, its elected officers, members or other private persons.
2. The Branch may pay compensation in a reasonable amount to members or officers for services rendered or materials provided, and reasonable honoraria to invited speakers.
3. The Branch will make no loans to any of its members or officers.
4. No substantial part of the activities of the Branch shall be the attempting to influence legislations, or participate in political campaign for or against any candidate of public office.

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### Section 2. Legal Compliance.

1. The Branch shall engage only in those activities permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future US Internal Revenue Law. The American Society for Microbiology national organization, the parent organization of the Branch, is a recognized 501(c)(3) tax-exempt organization.
2. The Branch shall operate as a Nonstock Corporation as described in Subtitle 2 of Title 5 of the Annotated Code of Maryland.
3. The Branch shall comply with all documentation requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future US Internal Revenue Law, and Subtitle 2 of Title 5 of the Annotated Code of Maryland.
4. These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors, any committees, and all meetings shall be open to inspection no later than 10 ten days after receipt of a written request, addressed to the President or the Secretary of the Branch by a member of the Branch for any purpose reasonably related to his/her interests as a member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the member's expense.
5. The Branch shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

### Section 3. Liability.

1. The Branch shall indemnify its officers and members to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Branch) made in accordance with applicable statutory standards; provided such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).
2. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no officer or member of the Branch shall be personally liable to the Branch or its members for money damages; provided that the foregoing limitation of officer and member liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to officers and members under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
3. The Branch shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, member, employee or agent of the Branch, or who, while an officer, member, employee or agent of the Branch is or was serving any of the entity at

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the request of the Branch, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Branch would have the power to indemnify him or her against such liability under the provisions of the Article.

4. Unless prohibited by law, the indemnification provided in item 1 of Section 3, above, shall not be deemed exclusive of other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested officers, membership, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be an officer, member, employee or agent of the Branch and shall inure to the benefit of the heirs, executors, administrators of such person.

### Section 4. Dissolution of the Branch.

Upon dissolution of the Branch, the assets of the Branch shall be distributed exclusively to scientific, educational and charitable organizations, including the American Society for Microbiology national organization or other states' Branches thereof, which qualify under the provisions of the Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. The dissolution process will be in accordance with all Federal and State statutes and requirements.

## **ARTICLE IX. AMENDMENTS**

### Section 1. Proposing Amendments.

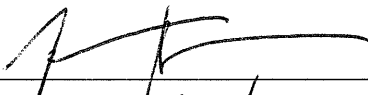
1. Amendments to the Bylaws may be proposed by the Board of Directors or any Branch member at a regular or special meeting.
2. Amendments to the Bylaws may be proposed outside of meetings by the Board of Directors to the membership via electronic or written mail. Any member may propose amendments outside of meetings to the Board of Directors who shall forward the proposal to the membership via electronic or written mail.
3. Proposed amendments shall be open for discussion at the next regular meeting.


### Section 2. Approving Amendments.


1. If discussion of an amendment concludes by the end of the scheduled business meeting of the next regular meeting following proposal, the amendment may be approved by a vote at that meeting or by electronic ballot prior to the next meeting.
2. If discussion of an amendment has not concluded by the end of the scheduled business meeting at the next regular or special meeting following proposal, a vote will be taken to approve the amendment, defeat the amendment, or continue discussion at the following regular or special meeting.
3. Amendments require a two-thirds vote of active members present to be approved. Voting may be by voice, show of hands, or paper or electronic ballot, with results recorded into the minutes of that meeting in the case of in-person voting or those of the following meeting in the case of electronic ballot.

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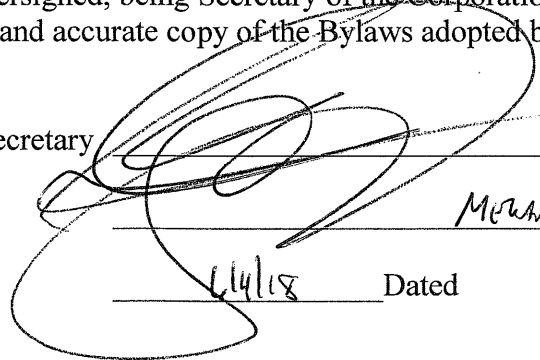
Adopted by the Branch membership and Board of Directors this fourth day of June 2018.

Branch President  (signed)  
Bradd Haley (printed)  
10/24/2018 Dated

Branch President-Elect  (signed)  
NICHOLAS CARBONETTI (printed)  
6-4-18 Dated

Branch Treasurer  (signed)  
Bradd Haley (printed)  
10/24/2018 Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Branch and its Board of Directors.

Branch Secretary  (signed)  
Megan White (printed)  
6/4/18 Dated