

# BYLAWS OF THE AMERICAN SOCIETY FOR VIROLOGY, INC.

## ARTICLE I

### **Name and Object**

The name of this Corporation shall be the American Society for Virology, Incorporated. The purpose of the Society is the advancement and promulgation of knowledge relevant to virology.

## ARTICLE II

### **Membership**

**SECTION 1. Eligibility of Membership.** Membership is open to qualified investigators residing in the Americas or elsewhere, who have been or are actively involved in virology research, teaching, or administration. To be qualified for regular (full) membership, individuals should be at least three years past their professional degree (Ph.D., M.D., D.V.M., M.S. or equivalent experience.) Associate membership is for postdoctoral or research associates, and student membership is for individuals in training positions in virology (graduate and undergraduate students interested in virology research or teaching).

**SECTION 2. Application for Membership.** Application for full membership should be made by completing an online membership application form, accompanied by a *curriculum vitae* or NIH-style biosketch of the applicant and payment in U.S. dollars for the annual dues. Application for associate or student membership should be made similarly.

Applications will be processed by the Membership Review Committee. Their recommendations will be submitted to the Secretary-Treasurer, who will then notify each applicant when their membership is approved.

**SECTION 3. Emeritus Membership.** Any member of the Society in good standing who has retired from active employment because of disability, eligibility for retirement, or age, may, upon request to and approval by the Secretary-Treasurer, be classified as a member Emeritus. Members Emeriti will pay no membership fees or other assessments and will retain all of the rights and privileges of full dues-paying members.

**SECTION 4. Resignation.** Any member may resign upon written notification to the Council, whereupon such resignation shall be considered effective immediately.

**SECTION 5. Expulsion or Suspension.** The Council will have the power, by a two-thirds vote of the entire Council, to suspend or expel any member for (1) conduct prejudicial to the interest of the Society, or (2) conduct during activities of the Society found to be discriminatory or harassing in nature, provided that any such member is given at least thirty days' notice of the

time and place of a hearing by the Council upon any charges of such conduct, together with a copy of the charges against such member, at which hearing such member will have an appropriate opportunity to be heard. Also Article VII, Section 3, of the Bylaws will govern any expulsion of a member for nonpayment of dues.

**SECTION 6. Reinstatement.** The Council may reinstate a former member upon such terms and conditions as it may deem appropriate.

## ARTICLE III

### Meetings and Quorum

**SECTION 1. Annual Meeting.** The annual meeting of members of the Society will be held at such time and place as the Council determines.

**SECTION 2. Special Meeting.** A special meeting of members may be called at any time and place by the President, or in case of the President's absence or disability, by the President-Elect, and must be called at the request of a majority of the Council or fifty members of the Society. A notice specifying the purpose of such meeting will be provided to each member at least ten days before.

**SECTION 3. Quorum.** One hundred members will constitute a quorum at all meetings of the Society, but in the absence of a quorum any number will be sufficient to adjourn to a fixed date.

## ARTICLE IV

### Officers

**SECTION 1. Elected Officers.** The elected officers are a President, President-Elect and Secretary-Treasurer, all of whom are elected by the membership. A President-Elect is elected each year and serves one year as President-Elect and the following year as President. A Secretary-Treasurer is elected once every five years, and serves one year as Secretary-Treasurer-Elect (unless succeeding themselves) and thereafter a five-year term as Secretary-Treasurer.

**SECTION 2. The President.** The President is the Chief Executive Officer of the Society and serves as Chairman of the Council; presides at all meetings of the Society and of the Council; appoints all committees not otherwise provided for in the Bylaws; fills all vacancies in appointive positions; has general direction of the affairs of the Society; and performs such other duties as may be prescribed by the Council.

**SECTION 3. The President-Elect.** The President-Elect serves as President in case of the death, absence or inability of the President to serve. This service will not affect succession to the Office of President in the year following election as President-Elect. The President-Elect will perform such other duties as may be prescribed by the Council.

**SECTION 4. The Secretary-Treasurer.** The Secretary-Treasurer is responsible for keeping the minutes of meetings of the Society and of the Council; attends to the giving and serving of all notices of the Corporation; has charge of the minutes records; and performs such other duties as may be prescribed by the Council. The Secretary-Treasurer is also responsible for the custody of all funds and securities of the Corporation; reports quarterly to the President and the Council as to the financial condition of the Society; and at the Annual Meeting, submits a certified statement of the Society's financial condition.

**SECTION 5. The Secretary-Treasurer-Elect.** The Secretary-Treasurer-Elect is that individual elected to become Secretary-Treasurer in the year following election as Secretary-Treasurer-Elect; and serves as Secretary-Treasurer in case of the inability of Secretary-Treasurer to serve. This service shall not affect succession to the office of Secretary-Treasurer in the year following election as Secretary-Treasurer-Elect.

**SECTION 6. Resignation.** Any officer of the Society may resign at any time by giving written notice to the Council. Any such resignation will take effect at the time specified therein, and, unless otherwise specified therein, the acceptance thereof will not be necessary to make it effective. Council may appoint a member of the Society to complete the term of a President-Elect or Secretary-Treasurer who resigns, retires, or is no longer able to serve, until an election can be held to fill the office.

## ARTICLE V

### The Council

**SECTION 1. Council.** The President, the President-Elect, the immediate Past President, the Secretary-Treasurer and seven additional members, at least two of whom will be elected each year to serve a three-year term, will constitute the Council and have all the powers and duties of a Board of Directors. The Secretary-Treasurer-Elect meets with the Council but does not vote.

**SECTION 2. Regular Meetings.** Regular meetings of the Council should be held at least semi-annually at such time and places as may be determined by the Council. One of such meetings should be held in conjunction with the annual meeting of the Society.

**SECTION 3. Special Meetings.** Special meetings of the Council may be actual or electronic, and may be called at any time by the President or any three Councilors.

**SECTION 4. Notice of Meeting.** Notice of each meeting of the Council should be sent to each Councilor at the address appearing on the books of the Society for the purpose of notice, at least ten days before the day on which the meeting is to be held. Every such notice shall specify the time of the meeting, place, day, and hour of the meeting and the general nature of the business to be transacted.

**SECTION 5. Organization of Council Meetings.** At all meetings of the Council, the President, or in their absence the President-Elect, or in their absence, a Temporary Chairman chosen by a majority of the Councilors present at an actual meeting or a teleconference, will

act as Chairman and preside. The Secretary-Treasurer, or in his or her absence, the Secretary-Treasurer-Elect, will act as Secretary at all meetings of the Council. In their absence, the Chairman may appoint any person to act as Secretary of the meeting. A copy of the minutes of all meetings shall be supplied to each member of the Council.

**SECTION 6. Quorum, Manner of Acting and Adjournment.** At all meetings of the Council, the presence or participation of a majority of the Councilors then serving pursuant to law is necessary to constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present is the act of the Council. A majority of the Councilors present or participating at any meeting, whether or not they comprise a quorum, may adjourn the meeting from time to time.

## ARTICLE VI

### Committees

**SECTION 1. Committees.** The Council, by resolution adopted by a majority of its members in office, may designate and appoint one or more committees that will have and exercise the authority of the Council in the management of the corporation to the extent that such authority is conferred by the Council in the particular case. Other committees not having and exercising the authority of the Council in the management of the corporation may be designated and appointed by resolution adopted by a majority of the members of the Council present at a meeting at which a quorum is present. The Standing Committees will be

- a. Executive Committee of the Council
- b. Finance Committee
- c. Nominations Committee
- d. Program Planning Committee
- e. Membership Review Committee
- f. Travel Awards Committee
- g. Communications Committee
- h. Archives Committee
- i. Education and Career Development Committee

**SECTION 2. Executive Committee of the Council.**

**A. Membership:** The President, immediate Past-President, President-Elect, and Secretary-Treasurer constitute the Executive Committee.

**B. Duties:**

(1) During the intervals between meetings of the Council to exercise all powers of the Council in the management and direction of the corporation and conduct the affairs of the corporation except that it shall not have the power to regulate annual dues.

(2) To receive and study reports of such committees as the Council may direct.

(3) To act as an advisory body to the President.

(4) To keep a record of its proceedings and report same to the Council at the next succeeding meeting for its approval or disapproval.

(5) At its discretion, to appoint such subcommittees or ad hoc committees as it may deem necessary or desirable for the proper transaction of the business of the corporation.

(6) To adopt rules and regulations for the conduct of its meetings and activities, consistent with the Bylaws of the corporation and the laws of the State of North Carolina, the jurisdiction under which the Society is incorporated.

(7) To hold its meetings at such place or places as it may from time to time determine, with a majority of the Executive Committee constituting a quorum for the transaction of business meetings; meetings of the Executive Committee may be called by the President or by any three members of the Committee.

### **SECTION 3. Finance Committee.**

**A. Membership:** The Finance Committee consists of at least three members, each of whom may or may not be a member of the Council, appointed by the President for terms of three years. Members may be reappointed for no more than two successive terms. The President will appoint the Chairman annually from among the members. The Secretary-Treasurer serves as an additional member of the Committee *ex officio* without vote.

**B. Duties:** The functions of the Finance Committee are

(1) To review the budget which is proposed by the Secretary-Treasurer prior to its submission to the Council for action.

(2) To advise the Secretary-Treasurer and/or Council on matters regarding fiscal policy.

(3) To review and make recommendations to the Council on major contracts which may directly or indirectly affect the Society financially.

(4) To render an annual report to the Council.

**C. Meetings.** The Committee shall meet at the call of the Finance Committee Chairman or the Secretary-Treasurer and at the time of the Annual Meeting of the Society.

### **SECTION 4. Nominations Committee.**

**A. Membership:** The Nominations Committee consists of six members; five members from the membership at large appointed by the President for a one-year term, and the immediate Past-President, who chairs the Committee.

**B. Duties:** The functions of the Nominations Committee shall be to nominate candidates for elective offices, including nomination of candidates for President-Elect, members of the Council, and when required by completion of term, Secretary-Treasurer. Nominations are to be made after due consideration of suggestions of members. The number of candidates to be nominated for positions will be specified by the Council.

**SECTION 5. Program Planning Committee.** The President will appoint, subject to the approval of the Council, a Program Planning Committee, consisting of a Chair and a Vice Chair, and at least six members, for three year terms renewable once. The President shall be an *ex officio* member of this Committee. The Committee will plan and implement, subject to approval by the Council, the program to be presented at each annual meeting of the Society. The President will plan the keynote and plenary sessions, and the Program Committee will plan the workshops and State-of-the-Art lectures.

**SECTION 6. Membership Review Committee.** The President will appoint, subject to the approval of the Council, a Membership Review Committee consisting of at least six members, including a Chair similarly appointed by the President. Members of this Committee will serve

for overlapping three-year terms. The Chair will be appointed for one-year terms, renewable twice. The Membership Review Committee will process all membership applications and report membership information to the Council.

**SECTION 7. Other Committees.** The President may appoint, subject to the approval of the Council, such other standing or special committees as he or she may deem advisable, with such membership, duration, functions and authority as may be delegated to it, or prescribed for it, by the Council.

**SECTION 8. Committee Procedures.** Except as otherwise provided in these Bylaws, a majority of a committee will constitute a quorum thereof, and the acts of a majority of those present at a meeting at which a quorum is present will be the acts of the committee. Meetings of each committee will be called by the Chairman of the committee or any two members of the committee. Each committee shall render such reports at such time as the Council may require.

## ARTICLE VII

### Financial

**SECTION 1. Dues.** Annual assessments will be determined by majority vote at the annual meeting of the membership, upon recommendation of the Council. Members Emeriti will pay no membership fees or other assessments. Associate member dues will not be more than half the full membership.

**SECTION 2. Privileges of Membership Begin with Payment of Dues.** Newly elected members are entitled to the privileges of membership only after payment of the dues and approval of their membership. Such dues should be paid on or before January 1 of each calendar year.

**SECTION 3. Penalty for Nonpayment of Dues.** A member who has not paid dues within one year after billing will be considered delinquent with respect to dues and have no membership rights or privileges. After two years of non-payment of dues, an individual will cease to be a member of the Society unless all indebtedness to the Society is met within 60 days.

**SECTION 4. Expenditures.** No expenditures from the general funds of the Society, except those required in the performance of ordinary official duties, shall be made except by vote of the Council.

**SECTION 5. Checks, etc.** All checks, drafts and orders for payment of money shall be signed in the name of the corporation by the Secretary-Treasurer of the corporation and/or such other officer of the corporation as the Council may provide.

**SECTION 6. Contracts, Conveyances, etc.** When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President and the Secretary-Treasurer may execute the same in the name and behalf of the corporation and may affix the corporate seal thereto. In any particular case, the

Council will have power to designate the officers and agents who will have authority to execute any instrument on behalf of the corporation.

## ARTICLE VIII

### **Indemnification**

SECTION 1. The Society may indemnify any person who was or is a party or threatened to be made a party of any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was an officer, Council member or agent of the Society or is or was serving at the request of the Society as a director, officer or agent of another corporation, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred, upon a determination in the specific case that such indemnification is required or is proper in the circumstances under the law. The Society may purchase and maintain liability insurance on behalf of any such persons to the fullest extent permitted by law.

## ARTICLE IX

### **Amendment of Bylaws**

SECTION 1. **Amendments, How Effected.** These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of at least two-thirds of the members of the corporation actually present at any regular or special meeting of such members, or those members voting by electronic ballot, as long as notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of the meeting or the electronic ballot. Upon the written request of at least twenty-five members, the Council will submit to the next meeting of the members, whether regular or special, any proposed amendment of the Bylaws.

Amended by vote of Society Membership, April 2018