

# AMENDED AND RESTATED 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 “Corporation” or the “Society”). The purpose of the Society is as set forth in the Society’s Articles of Incorporation (“Articles”), as amended or restated from time to time.

## ARTICLE II

### **Membership**

**SECTION 1. Eligibility of Membership; Application.** Membership in the Society 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). 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. Membership may be denied at the sole discretion of the Membership Review Committee.

**SECTION 2. Emeritus Membership.** Any member of the Society in good standing who has retired from active employment 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 3. Resignation.** Any member may resign upon written notification to the Council, whereupon such resignation shall be considered effective immediately. Annual dues paid shall not be refunded.

**SECTION 4. 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, as determined at the sole discretion of the Council. In the event of a proposed expulsion or suspension, the member shall be 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. A member whose membership is not being considered and whose dues are fully paid up is deemed to be a member in Good Standing.

**SECTION 5. Reinstatement; Additional Rules and Procedures.** The Council may reinstate a former member upon such terms and conditions as it may deem appropriate. The Council may adopt additional rules and procedures governing membership in the Society from time to time without advance notice.

## ARTICLE III

### **Member Meetings and Quorum**

**SECTION 1. Annual Meeting.** The annual meeting of members of the Society to vote for Councilors, Officers (as provided by these Bylaws), and such other matters as determined by the Council will be held at such time and place, or in the manner, as the Council determines.

**SECTION 2. Regular and Special Meetings; Notice; Waiver.** Regular member meetings may be called by the Council at a place and time as determined by the Council. 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 within 30 days after at least ten percent (10%) of all the members sign, date, and deliver to the Society's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. A notice specifying the purpose of a regular or special meeting will be provided to each member at least ten, but not more than 30, days before (or, if the notice is made by other than first class, registered or certified mail, the notice shall be given at least 30, but not more than 60, days before) the meeting date. A member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or conducting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter before it is voted upon.

**SECTION 3. Manner of Holding Meetings.** Meetings of the members may be held: (i) in person; (ii) by remote participation in which all participants may simultaneously participate in the meeting, read or hear the proceedings of the meeting, and vote during the meeting; or (iii) by electronic ballot as set forth in Section 5 below. Written and electronic ballots may be used during or in place of a meeting. Members must designate an email address for use by the Society and may update that email address in writing to the Society (including via the member database).

**SECTION 4. Quorum; Proxy Voting.** 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. Notwithstanding the foregoing, a quorum for purposes of electing Councilors (by any means, either at a meeting, by ballot or otherwise) shall be 10% of the members in Good Standing. Unless one-third or more of the votes entitled to be cast in the election of Councilors or Officers are represented in person, by proxy, or by ballot, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice. Members shall not be entitled to vote by proxy for the election or removal of Councilors or Officers.

**SECTION 5. Voting; Action by Written Ballot.** Each member in Good Standing is entitled to one vote on any matter for which the vote of members is sought in accordance with the Society's Articles, these Bylaws, or by applicable law. Unless the Articles, these Bylaws, or applicable law requires a greater vote, if a quorum is present, the affirmative vote of a majority of the votes cast is the act of the members. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. A written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or the member's proxy. A written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the Society in order to be counted.

## ARTICLE IV

### Officers

**SECTION 1. Officers.** The Society's Officers are a President, Immediate Past-President, President-Elect and Secretary-Treasurer. The President-Elect is elected each year by the Members (from among the Members nominated by Council or a subcommittee thereof) and serves one year as President-Elect and the following year as President. The Council may appoint a Secretary-Treasurer-Elect from among the Members (which person may or may not be a Councilor) who shall become the Secretary-Treasurer the following year and at that time shall be deemed a Councilor. A Secretary-Treasurer typically serves for five years (including time served as Secretary-Treasurer-Elect, if applicable), although they may serve fewer or more years, as determined by the Council.

**SECTION 2. The President; Immediate Past President.** The President is the Chief Executive Officer of the Society and serves as Chair of the Council; is a Councilor; 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 or are

otherwise typically incidental to the office. The person holding office of President in the prior year shall be the Immediate Past President and shall remain a Councilor. The Immediate Past President shall only have such duties as an Officer as assigned by the Council from time to time.

**SECTION 3. The President-Elect.** The President-Elect is that individual elected to become President in the year following election as President-Elect and serves as President in case of the death, absence or inability of the President to serve. This service shall 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 and is considered a Councilor.

**SECTION 4. The Secretary-Treasurer.** The Secretary-Treasurer is considered a Councilor; 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 and other corporate records; and performs such other duties as may be prescribed by the Council or are typically incidental to the office of Secretary or Treasurer. The Secretary-Treasurer is also responsible for the custody of all funds and securities of the Corporation; reports at least twice a year to the President and the Council as to the financial condition of the Society; and at the Annual Meeting, submits a statement of the Society's financial condition. The Secretary-Treasurer will perform such other duties as may be prescribed by the Council.

**SECTION 5. The Secretary-Treasurer-Elect.** The Secretary-Treasurer-Elect, if one is elected, 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. Such 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 removed, for the remainder of the term.

**SECTION 7. Removal; Vacancy.** The Council may remove any Officer at any time with cause (as determined at the discretion of the Council) based on a majority vote of Council. Vacancies in the position of Officer occurring for any reason shall be filled by the Council.

## ARTICLE V

### The Council

**SECTION 1. Council.** Including the Officers (who also serve as Councilors), the Council shall have between 7 and 14 Councilors, as determined by the Council. The Council is the Society's Board of Directors and has the powers and duties of a Board of Directors. The Secretary-Treasurer-Elect, if such person is not a Councilor, shall have the *ex officio* right to receive notice of, and to attend, meetings of the Council (unless the Council excuses such person from

the meeting in order to protect attorney-client privilege or if a closed session is desired) but shall not have a 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 scientific meeting of the Society.

**SECTION 3. Special Meetings.** Special meetings of the Council may be held in-person and/or by remote communication (as provided in Section 4 of this Article V) and may be called at any time by the President or any three Councilors.

**SECTION 4. Remote Meeting; Action without Meeting.** Councilors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Councilors participating may simultaneously hear each other during the meeting. A Councilor participating in a meeting by this means is deemed to be present in-person at the meeting. Action required or permitted to be taken at a Council meeting may be taken without a meeting if the action is taken by all Councilors. The action shall be evidenced by one or more written consents signed by each Councilor before or after such action, describing the action taken, and included in the minutes or filed with the Society's records reflecting the action taken. A Councilor's consent to action taken without meeting may be in electronic form and delivered by electronic means. Action taken by unanimous written (or electronic) consent is effective when the last Councilor signs the consent, unless the consent specifies a different effective date, and such consent has the effect of a meeting vote and may be described as such in any document.

**SECTION 5. Notice of Meeting.** Regular meetings of the Council may be held upon at least seven days' prior notice of the date, time, place, or purpose of the meeting. Special meetings of the Council shall be held upon notice sent by any usual means of communication not less than three days before the meeting. If notice is required, it shall specify the time of the meeting, place, day, and hour of the meeting and the general nature of the business to be transacted. A Councilor's attendance at or participation in a meeting waives any required notice to such Councilor of the meeting unless the Councilor at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**SECTION 6. 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 Chair chosen by a majority of the Councilors present at an actual meeting (including by remote communication), will act as Chair and preside. The Secretary-Treasurer, or in their absence, the Secretary-Treasurer-Elect, will act as Secretary at all meetings of the Council. In their absence, the Chair 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, approved by Council at the next meeting, and then entered into the official corporate records.

**SECTION 7. 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 Councilors present at a meeting at which a quorum is present is the act of the Council, except as otherwise provided by the Articles of Incorporation, these Bylaws or by applicable law. Every Councilor has a fiduciary duty to the Society and has one vote for transaction of all business before 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.

**SECTION 8. Removal of Councilors.** As prescribed by the Society's Amended and Restated Articles, Councilors may be removed for cause only, by either a vote of a majority of the Members of the Society or a majority of the Councilors then in office, upon a determination by such applicable majority that such Councilor should be removed for cause. In all cases, removal must be considered at a meeting called for the purpose of removing the Councilor, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Councilor. Removal of a Councilor shall be by written (including electronic) ballot.

**SECTION 9. Vacancies.** Vacancies occurring on the Council for any reason may be filled by the Council. A Councilor elected by the Council to fill the vacancy of a Councilor elected by the Members may only be removed by the Members.

## ARTICLE VI

### Committees

**SECTION 1. Committees.** The Council, by resolution of a majority of Councilors present at a meeting at which a quorum is present, may designate and appoint one or more committees to advise the Council in the management of the Society. An Executive Committee consisting only of Councilors is entitled to exercise authority of the Council in between meetings of the Council (subject to Section 9 below). 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. History and Archives Committee
- i. Education and Career Development Committee
- j. Diversity, Equity, and Inclusion Committee
- k. Global Partnerships and Advocacy Committee

Chairs of the committees will be approved by the Executive Committee and appointed by the President.

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

**A. Membership:** The President, Immediate Past-President, President-Elect, and Secretary-Treasurer constitute the Executive Committee. The Council may add other members to the Executive Committee by resolution of a majority of all Councilors then in office, and it shall consist of at least 4 members. The Executive Committee shall consist only of Councilors

and shall be the only standing committee that is entitled to exercise the Council's authority (except as set forth in Section 9 below).

**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 Chair from among the members of the Committee. 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 and major contracts above \$20,000.

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

(4) To carry out other advisory duties as requested by Council from time to time.

**C. Meetings.** The Committee shall meet at the call of the Finance Committee Chair or the Secretary-Treasurer.

**SECTION 4. Nominations Committee.**

**A. Membership:** The Nominations Committee serves a one-year term and consists of at least four Members in Good Standing plus 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 with vote. 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 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 they 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 Chair of the committee or any two members of the committee. Each committee shall render such reports at such time as the Council may require.

**SECTION 9. Limitations on Committee Authority.** No Committee shall have the power to: (1) Authorize distributions; (2) Recommend to Members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Society's assets; (3) Elect, appoint or remove Councilors, or fill vacancies on the Council or on any Committees; or (4) Adopt, amend, or repeal the Society's Articles of Incorporation or these Bylaws.

## 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 timely paid dues 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 course of business, 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 or 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. **Mandatory Indemnification.** (a) The Society shall indemnify an individual made a party to a proceeding because the individual is or was a Councilor or Officer against liability incurred in the proceeding if the individual: (1) Conducted themselves in good faith; (2) Reasonably believed (i) in the case of conduct in an official capacity with the Society, that such conduct was in its best interests; and (ii) in all other cases, that such conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe such conduct was unlawful. (b) A Councilor's or Officer's conduct with respect to an employee benefit plan for a purpose the Councilor or Officer reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of clause (ii) of subdivision (a)(2) of this section. (c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent is not, of itself, determinative that the Councilor or Officer did not meet the standard of conduct described in this section. (d) The Society shall not indemnify a Councilor or Officer under this section: (1) In connection with a proceeding by or in the right of the Society in which the Councilor or Officer was adjudged liable to the Society; or (2) In connection with any other proceeding charging improper personal benefit to the Councilor or Officer, whether or not involving action in their official capacity, in which the Councilor or Officer was adjudged liable on the basis that personal benefit was improperly received by the Councilor or Officer. (e) Indemnification permitted under this section in connection with a proceeding by or in the right of the Society that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding; (f) The authorization, approval, or favorable recommendation by the Council of indemnification, as permitted by this section, shall not be deemed an act or corporate transaction in which a Councilor has a conflict of interest, and no such indemnification shall be void or voidable on such ground.

**SECTION 2. Advancement of Expenses.** Expenses incurred by a Councilor or Officer in defending a proceeding shall be paid by the Society in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Councilor or Officer to repay such amount unless it shall ultimately be determined that the Councilor or Officer is entitled to be indemnified by the Society against such expenses. However, no advancement of expenses need be provided if the Society's insurance handles the defense.

**SECTION 3. Indemnification of Others.** The Society may indemnify and advance expenses under this Article VIII to an employee or agent of the Society to the same extent as a Councilor or Officer.

## ARTICLE IX

### **Amendment of Articles and Bylaws**

**SECTION 1. Amendments, How Effected.** The Society's Amended and Restated Articles of Incorporation and these Bylaws may be amended, altered, changed, added to, or repealed by the Members (so long as a quorum is established) by the affirmative vote of the lesser of: (i) two-thirds of the votes cast; or (ii) a majority of the votes entitled to be cast on the amendment. The notice of Member meeting shall be issued in accordance with Article III, Section 2 and shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the amendment is to be approved by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment. Notwithstanding the foregoing, however, an amendment to correct a clerical error or to comply with applicable law may be made by the Council. Notice of an amendment effected by the Council shall be provided to the Members.

Amended and Restated October 3, 2022