



Draft GSA Bylaws

October 2021

ARTICLE 1. Name.

The name of the corporation is The Genetics Society of America, Incorporated (the "Society"). The principal office of the Society may be located within or without the State of Maryland.

ARTICLE 2. Purpose.

As noted in the original articles of incorporation, the Society is organized to promote the communication and publication of scientific knowledge, to promote education and research in genetics, and to encourage interaction between workers in genetics and those in related sciences by providing conferences, scholarly journals, and otherwise facilitating the communication and sharing of knowledge among researchers, educators, and students in genetics. Not noted in the original articles of incorporation, the newly revised mission is that GSA serves an international community of scientists who use genetics to make new discoveries and improve lives. We advance biological research by supporting professional development of scientists, by communicating advances and fostering collaboration through scholarly publishing and conferences, and by advocating for science and for scientists. We seek to cultivate an inclusive, diverse research community that engages with the public, communicates the excitement and implications of discovery, and serves as an authoritative source of information.

ARTICLE 3. Membership.

Section 1. GSA Members. Any person who teaches, conducts research, or engages in scientific advocacy in or relating to the field of genetics is eligible to be a member of GSA. Members will pay dues in an amount that corresponds to their membership category, as determined by their current professional status.

Section 2. Good Standing. A member shall be considered to be in good standing if they are current in payment of any and all dues and assessments of their membership category. All members who are considered to be in good standing will have the right to vote in GSA elections and on other matters placed before the membership for approval, to make nominations for Board positions, and to sponsor an abstract for any GSA-sponsored Meeting. The Board of Directors may determine any other requirements for and rights and privileges of members in good standing.

Section 3. Eligible Members. Members in good standing in the categories of Regular, Industry, Emeritus, and K12/Community College Educator/Minority Serving Institutions (MSI), as shown on the membership page at <https://genetics-gsa.org/membership/>, are Eligible Members. Eligible Members shall have the right to hold office, either through election or appointment.

Section 4. Dues. Membership dues and special assessments shall be established by a majority vote of the Board of Directors or, upon Board of Directors designation, by the Finance Committee. Changes to membership dues and special assessments will be reviewed not more frequently than every two years, beginning in 2021.

The Board of Directors may adjust or exempt from payment of dues any members who have attained emeritus status, have become incapacitated, or have other special circumstances affecting their ability to pay dues. Annual dues are payable upon application to the Society and are thereafter payable on October 1 preceding the beginning of the fiscal year.

Section 5. Quorum. At any meeting of the members in person or by proxy, a quorum shall consist of 100 members in good standing.

ARTICLE 4. Officers.

Section 1. Officers. The Officers of the Society shall be a President, a Vice-President who is also President-Elect, a Secretary, and a Treasurer. Officers are required to be Eligible Members of the Society in good standing. No person shall hold more than one office concurrently. Employees of the Society shall not be eligible to be Officers of the Society. Officers serve as volunteers and are not compensated for this service, though Officers may be reimbursed for reasonable travel and other expenses arising from this service, according to Society policies for such reimbursement.

a. The President shall be a member of the Board and shall preside at the meetings of the Board of Directors, shall be responsible for executing policies

determined by the Board of Directors, shall act as spokesperson for the Society, and shall see that orders and resolutions of the Board of Directors are carried into effect. With the advice of the Board of Directors, the President shall appoint such committees and representatives as may be needed.

b. The Vice President shall assist the President, shall be a member of the Board of Directors, and shall perform all other duties assigned by the President. The Vice President shall preside in the absence of the President and shall be the President-Elect of the Society.

c. The Immediate Past President shall be a member of the Board of Directors and chair the Nominating Committee.

d. The Secretary, with the assistance of the Executive Director, shall keep the records of the Society and prepare minutes of Society and Board of Directors meetings. Unless a candidate for election, the Secretary shall also serve as the proxy holder for all GSA elections.

e. The Treasurer, with the cooperation and assistance of the Executive Director, Financial Officer, and staff, shall: (1) have oversight of all funds of the Society and be responsible for their investment; (2) prepare an annual budget for approval by the Board; (3) prepare an annual statement of the financial status of the Society, to be audited by a certified public accountant; (4) review annual state and federal tax filings; and (5) perform all other duties assigned by the Board of Directors.

Section 2. Election and Terms of Office.

a. Nomination of Officers. Slates of candidates for Officers shall be prepared annually by the Nominating Committee from the roll of Eligible Members. Candidates may be proposed by Eligible Members during the thirty (30) days after nominations are opened. The Nominating Committee shall make every effort to present a slate with not less than two nor more than three names for each position, taking into consideration the representation of scientific interests, with due regard to the proposals received.

b. Voting. Officers shall be elected by a simple plurality of votes received a minimum of thirty (30) days after voting opens. Each eligible member as of the record date, which is 10 days before voting opens, may cast no more than one vote for each open position.

c. Vice President. A Vice President shall be elected annually for a period of one year by a vote of eligible members of the Society. Election shall be by a simple plurality of votes received from eligible members. The Vice President shall become President at the end of the preceding President's term of office and,

unless filling a partial term of the preceding President as provided herein, shall serve for one year in that capacity and for one year thereafter as Immediate Past President. Former Presidents shall not be eligible for re-election to the office of Vice President.

d. Secretary. The Secretary shall be elected every three years by means of the same ballot as the Vice President and by a plurality of votes cast.

e. Treasurer. The Treasurer shall be elected every three years by means of the same ballot as the Vice President and by a plurality of votes cast, but not in the same year as the Secretary.

f. Terms of Office. Terms of all officers shall begin on January 1 of the year following their election and shall end on December 31 of the year ending their term. In the event of any vacancy among the Officers other than the President, the Board may appoint a Director to serve in that office for the remainder of the year, and the office shall be filled at the next annual election for the remainder of the unexpired term. In the event of a vacancy in the office of President, the Vice President shall become President for the remainder of the unexpired term.

g. Removal from Office. An Officer who is found to carry out the duties of office in a manner counter to the interests of the Society may be removed from office by a vote of 75% of the Board of Directors, excluding the Officer who is being considered for removal.

ARTICLE 5. Board of Directors.

Section 1. Board of Directors. The Society's affairs shall be conducted by a Board of Directors consisting of the Officers, the Immediate Past President, the Editor-in-Chief of *GENETICS*, the Editor-in-Chief of *G3: Genes | Genomes | Genetics* and at least six and no more than twelve other Eligible Members elected Directors by the members in good standing of the Society. Each Officer and Director shall have one vote. Employees of the Society shall not be eligible to be Directors of the Society.

Section 2. Quorum. A quorum of the Board of Directors shall consist of at least 50 percent of the total number of Directors then in office.

Section 3. Meetings.

a. The Board of Directors shall meet at least three times each year. The Executive Committee will meet a minimum of four times throughout the year. Additional meetings of the full Board may be called by the President. Special meetings may be called by the President or upon written request to the President co-signed by

at least 25% of Directors. Notice of special meetings shall be provided at least forty-eight (48) hours prior to the convening of such a meeting by personal delivery, telephone, facsimile, mail, email with proof of delivery, or other form of written communication.

b. The Board may hold regular or special meetings in or out of the State of Maryland. Directors may participate in a meeting by the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

c. The vote of a majority of Directors at a meeting where a quorum is present shall be the act of the Board.

d. The Board of Directors may also conduct business by mail or email; but in such cases, any vote must be unanimous, as signified by a writing signed by each Director or electronic transmission provided by each member of the Board entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the Board.

e. All meetings of the Board of Directors shall be conducted pursuant to *Robert's Rules of Order, Newly Revised*, except to the extent and degree that other procedural requirements are set forth by law, the Articles of Incorporation, or these Bylaws.

Section 4. Election and Term of Office of Directors.

a. Term of Office. Members of the Board of Directors who hold no other office shall be elected by the membership for a single three-year term and may not continue to serve unless they are elected Officers of the Society. Directors will have staggered terms. An election will be held each year to fill vacating seats. Directors shall be elected by a simple plurality of votes received a minimum of thirty (30) days after voting opens. Individual votes shall be cast for each designated position. Newly elected Directors shall assume office on January 1 of the year following their election and shall end on December 31 of the year ending their term. Directors are required to be Eligible Members of the Society in good standing.

b. Nomination of Directors. Slates of candidates for Director shall be prepared by the Nominating Committee through the same procedures and guidelines stipulated for the selection of nominees for Officers.

c. Editors in Chief. The Editors in Chief (EICs) of the official journals of the Society, *GENETICS*, and *G3: Genes | Genomes | Genetics* shall each be appointed by a two-thirds vote at a meeting of the Board of Directors. Each appointment is for a

five-year term that may be extended or terminated at any time by a two-thirds vote at a meeting of the Board of Directors. An Editor in Chief may not serve more than two five-year terms, with an optional one-year extension. Each Editor in Chief shall appoint the Editorial Board for the journal for which they serve as Editor in Chief. Members of each Editorial Board shall serve three-year terms, which may be renewed.

d. Vacancies. In the event of any vacancy among the Directors, the Board may appoint by a two-thirds majority vote an Eligible Member to serve for the remainder of the year, and the position shall be filled at the next annual election.

e. Removal from Office. A Director who is found to carry out the duties of office in a manner counter to the interests of the Society may be removed from office by a written vote of 75% of the other members of the Board of Directors, excluding the Director who is being considered for removal.

Section 5. Compensation.

a. With the exception of the Editors in Chief of *GENETICS* and *G3: Genes | Genomes | Genetics*, Directors serve as volunteers and are not compensated for this service. Directors may be reimbursed for reasonable travel and other expenses arising from this service, according to Society policy for such reimbursement.

b. The Board of Directors may provide the Editors in Chief of *GENETICS* and *G3: Genes | Genomes | Genetics* with annual stipends.

ARTICLE 6. Committees.

Section 1. Standing Committees.

a. Executive Committee. The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and one at-large Director appointed by the President. Subject to the applicable provisions of law, the Articles of Incorporation, and these Bylaws and to the direction and continuing oversight of the Board of Directors, the Executive Committee is authorized to act on behalf of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall report its actions to the Board of Directors either directly or via the Executive Director.

b. Nominating Committee. The Nominating Committee shall be appointed by the Immediate Past President, subject to approval by the Board of Directors. The Nominating Committee shall consist of three to four Eligible Members who are not Officers or Directors and who include representatives of different areas of

genetics. The Executive Director and the Secretary shall be *ex officio* non-voting members of the committee. No person shall serve as a voting member on the Nominating Committee more than once during any four-year period. The Nominating Committee shall have primary responsibility for the nomination of candidates for Board Officers and Directors.

c. Finance Committee. The Finance Committee shall be composed of the Treasurer as Chair, three or more Eligible Members, and the President as an *ex officio* member, and shall advise the Board of Directors respecting the annual budget, the management of Society bank accounts, and other financial matters. The Finance Committee shall advise the Board of Directors regarding the Investment Policy in the context of the Society's overall budget and long-term financial vision.

d. Audit Committee. The Audit Committee shall be composed of at least one Director as Chairperson, at least one other Director, and at least two other Eligible Members; at least one of the Directors must also be a member of the Finance Committee. The Treasurer shall not be a member of the Audit Committee. The Audit Committee shall work with the Executive Director to staff, organize, and oversee the annual financial audit, shall assist in selecting the audit firm, and meet annually in person or by telephone with the auditor at least once without the Executive Director or other staff present. The Audit Committee shall present the annual audit to the Board of Directors for acceptance, and shall oversee any actions required to comply with the recommendations of the auditor's management letter.

Section 2. Ad hoc Committees. The President shall create and appoint members to such other committees as are deemed necessary or advisable by the Board of Directors.

Section 3. Committee Procedures. Committee procedures, except as described in these bylaws, may be determined by the committee, subject to review and approval by the Board of Directors.

ARTICLE 7. Publications.

Section 1. Official Publication. The Society shall publish or enter into agreements with others to publish scholarly journals and other publications as may be authorized and specified by the Board of Directors.

Section 2. Publication Budgets. The expenditure of net income derived from journals and other publications shall be under the direction of the Board of Directors and shall be included in the annual budget of the Society.

Section 3. Publication Policies. The Editors in Chief shall advise the editors and staff of Society publications regarding matters relating to editorial policies.

ARTICLE 8. Executive Director and Society Office.

Section 1. Executive Director. The Board of Directors may appoint and compensate an Executive Director who shall direct the implementation of the policies and decisions of the Board of Directors. The President and Vice President shall review the Executive Director's performance on an annual basis.

Section 2. Managerial Responsibilities. An administrative office shall be maintained for conducting the business of the Society. The Executive Director shall be responsible for the management of the Society office and staff. The Executive Director shall assist the Treasurer and oversee the preparation of the Society's annual budget, which shall be reviewed and approved by the Board of Directors. The Executive Director shall have signatory powers as determined by the Board of Directors and shall maintain and track custody of the financial books and other records of the Society. Such records shall be subject to annual audit and other review from time to time as may be directed by the Board of Directors. The Executive Director shall have the authority to hire and remove staff within the authorized budget, and shall enter into such agreements as may be necessary to carry out the activities of the Society in accordance with the authorized budget approved by the Board of Directors. The President, Vice President, and Immediate Past President will receive regular updates from the Executive Director on the Society, either via conference call or via email.

Section 3. Electoral Duties. The Executive Director shall be responsible for providing ballots for Society elections and other matters requiring a vote of the membership, and the President shall accept the ballot totals following tabulation. Voting records shall be retained and available for examination by the membership for ninety (90) days after each election.

ARTICLE 9. Conflicts of Interest.

Section 1. A conflict of interest may exist when the interests or activities of any Director, Officer, Committee member, volunteer, or staff member may be seen as competing with the interests or activities of the Society, or the Director, Officer, Committee member, volunteer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Any possible or perceived conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or the President of the Society, or to the President, or to such person or persons as he or she may designate, if the person is a Committee member, volunteer, or member of the staff.

Section 3. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

Section 4. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room or leave the teleconference or videoconference in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, the interested person shall provide the Board or committee with any and all relevant information.

Section 5. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 6. A copy of the Conflict of Interest Policy set forth in this Article 9 shall be furnished to each Director, Officer, Committee member, volunteer, and key staff member who is presently serving the Society, or who may hereafter become associated with the Society. This Conflict of Interest Policy shall be reviewed annually for the information and guidance of Directors, Officers, Committee members, volunteers, and key staff members. Any new Directors, Officers, Committee members, volunteers, or key staff members shall be advised of this policy upon undertaking the duties of such office or position

ARTICLE 10. Indemnification.

To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law and the Code, as from time to time amended, the Society shall indemnify Officers, Directors, duly appointed or elected committee members, editors, senior editors, associate editors, editorial board members, and employees ("Indemnified Parties") against

any and all expenses and liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit, or proceeding (whether actual or threatened, brought by or in the right of the Society, or otherwise, civil, criminal, administrative, or investigative, including appeals) to which they may be or is made a party by reason of being or having been an Indemnified Party of the Society to the full extent permitted by law. The Society may exercise any powers it is authorized to exercise, including the power to purchase and maintain indemnification insurance, provided, however, that there shall be no indemnification in relation to matters as to which such Indemnified Parties shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements judgments, fines, penalties, and amounts paid in settlement by such Indemnified Parties. The Society may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any Indemnified Party, provided, however, that such Indemnified Party shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such Indemnified Party may be entitled, under any law, bylaw, agreement, and vote of the Board or otherwise and shall not restrict the power of the Society to make any indemnification required or permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an Indemnified Party. If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE 11. Amendments.

Amendments to these Bylaws may be initiated by individual members of the Board of Directors or by a petition to the Board of Directors signed by not less than 5% of Eligible Members. The Board of Directors must act upon amendments within eight months of initiation. Approval by a majority of the Board of Directors is required for future consideration of an amendment. Within twelve months following Board of Directors approval, the amendments must then be presented to the membership by a proxy vote. The amendment is adopted upon approval by a majority of those Eligible Members who vote on the matter. The amendment may also be considered at an annual membership

meeting provided that a quorum is present; in this case, the amendment must be approved by a two-thirds majority of those voting.