

AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC.

BYLAWS

November 12, 2019

ARTICLE I. Membership

AIBS shall establish categories of individual membership and institutional membership. A recognized entity that is concerned with the advancement of the biological sciences may be elected an Institutional Member by majority vote of the Board of Directors. As stipulated in the Institute's Constitution, Article VII, each Institutional Member is entitled to appoint a Representative to the Council. Each Council Representative shall receive Individual Membership status in the Institute as part of the Institutional Member's dues payment. There shall be a written agreement concerning dues and mutual obligations between each Institutional Member and the Institute. Applications for Individual Membership shall be reviewed and processed by the Executive Director or by other process implemented by the Institute.

ARTICLE II. Meetings

Section 1. All meetings of the Institute, including those where votes are cast by members, shall be held in accordance with the prevailing Open Meeting laws of the District of Columbia for 501(c)(3) nonprofit organizations that are applicable to the Institute. The Council meetings and Board of Directors meetings should be conducted through any means that allows all participants to hear or otherwise communicate with each other during the meeting; notice of these meetings must be sent to all members through the means selected by the member at least 60 days in advance of the meeting, except in the case of special (i.e. other than those regularly scheduled) meetings of the Board of Directors, where a minimum 10 day advance notice is required. Procedural rules related to the conduct of meetings shall be established and promulgated by the Board of Directors. The business to be transacted at any of the above meetings, and the date, time, and place of the meeting, shall be specified in the notice of the meeting.

Section 2. The Executive Committee shall meet as often as necessary for the discharge of its duties and the fulfillment of its responsibilities.

Section 3. The Board of Directors shall meet no less than semi-annually. Additional meetings may be called by the Executive Committee or by a majority of the members of the Board of Directors.

Section 4. The Council shall meet annually at a time determined by the Board of Directors. Special meetings of the Council may be called by the Board of Directors or by a majority of the members of the Council.

Section 5. Parliamentary procedures shall be those specified in "Robert's Rules of Order Revised."

ARTICLE III. Quorums

A majority of members shall constitute a quorum for transacting the business of the Executive Committee and of the Board of Directors.

#### ARTICLE IV. Dues and Finances

Section 1. Dues shall be established for each class of membership by a majority vote of the Board of Directors.

Section 2. The Board of Directors may authorize any officer or officers, agent or agents, to enter into contracts or to execute and deliver instruments in the name or on behalf of the Institute; such authority may be general or confined to specific instances.

Section 3. All checks, drafts, or other orders for the payment of money in the name of the Institute shall be signed by such officer or officers, agency or agents, of the Institute, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Institute not otherwise employed shall be deposited promptly to the credit of the Institute in such banks or other depositories as the Board of Directors may select.

Section 5. The annual budget shall be subject to approval by the Board of Directors.

Section 6. An audit of the Institute's books and accounts by an independent certified public auditing concern shall be completed and presented annually to the Board of Directors and the Council, or more frequently if so directed by the Board of Directors.

Section 7. The principal of the Institute's Long-Term Capital Reserves is Board-designated; the income of the Capital Reserves must be reinvested as principal. In addition, Contingency Reserves are established by the Board to be a part of the Long-Term Capital Reserves. The procedures by which the Contingency Reserves may be used are contained within the Institute's Handbook on Policies and Procedures.

#### ARTICLE V. Fiscal Year

The fiscal year for the Institute shall be from January 1 through December 31 of the calendar year.

#### ARTICLE VI. Duties of Officers

Section 1. The President shall serve as the chief elected officer of the Institute, provide its scientific leadership, supervise the conduct of its affairs, and assist in establishing productive relationships with individuals and organizations critical to its success. The President shall preside over the meetings of the Executive Committee, the Board of Directors, and the Council, and shall be the principal contact between these bodies and the staff of the Institute. The President shall appoint and charge the chairpersons and members of all Standing Committees of the Institute, such ad hoc and special committees as may be deemed necessary, and, with the advice and consent of a majority of the Board of Directors, the members

of the Leadership Development Committee. The President may sign, with the Secretary, Treasurer, or any other proper officer of the Institute hereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Institute, or shall be required by law to be otherwise signed or executed. The President shall carry out other activities usually pertaining to the office.

Section 2. The Vice-President shall work with the President in establishing productive relationships with individuals and organizations critical to the Institute's success, and lead its strategic planning activities -- each with committee support appointed as necessary by the President -- shall serve as the Executive Committee's representative on the Leadership Development Committee, and shall carry out such other duties as assigned by the President or the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to carry out the duties of the office, the Vice-President shall perform the duties of the President.

Section 3. The Treasurer shall be the chief fiscal officer of the Institute, supervise all funds and securities of the Institute, chair the Finance Committee, and in general, perform all duties incident to the office of Treasurer, and such other duties as may be assigned by the President or the Board of Directors.

Section 4. The Secretary shall review and certify the minutes of the meetings of the Executive Committee, the Board of Directors and the Council, be responsible for the corporate seal and the records of the Institute, and in general, perform all duties incident to the office of Secretary, and such other duties as may be assigned by the President or the Board of Directors.

Section 5. All officers shall be bonded for the faithful performance of their duties.

#### ARTICLE VII. Vacancies

Section 1. Further to Article VI, Section 2, herein the Vice-President will automatically succeed to the presidency if the office of the latter becomes vacant before the end of its normal term, in which case the Vice-President shall serve as President for the remainder of that term of the vacant position.

Section 2. If a vacancy occurs in the office of Vice-President, the Leadership Development Committee shall submit one or more nominations to the Board of Directors for consideration. The person so elected by the Board shall serve for the remainder of that term of the vacant position.

Section 3. If a vacancy occurs in the office of Secretary or Treasurer, the Leadership Development Committee shall submit one or more nominations for each vacant position to the Board of Directors for consideration. The person(s) so elected by the Board shall serve for the remainder of that term of the vacant position(s).

Section 4. If a vacancy occurs among the members of the Board of Directors elected by the Individual Membership or by the Council, the President, with the advice and consent of a majority of the Board of Directors, shall appoint a replacement to serve for no more than one year of the remaining term of the

vacant position, by which time an election shall be held to fill the empty seat by the Individual Membership or Council.

#### ARTICLE VIII. Duties of the Chief Executive Officer and the Executive Director

The Chief Executive Officer (CEO) and the Executive Director (ED) are joint chief employed officers of the Institute with full authority for the management of its affairs subject to the duties specified below, other governing documents, or to the direction of the Board, the Executive Committee, or the President. The CEO and ED have the authority to engage and discharge other employees of the Institute consistent with their duties specified below. The CEO and ED shall provide their annual goals and an assessment of their progress to achieve those goals on an annual basis to the Personnel Committee, the timing of which shall be determined collaboratively between the executives and the Personnel Committee. The CEO and ED are expected to collaborate extensively to execute their shared responsibilities of advancing the integrated and multifaceted mission of AIBS through effective and collegial leadership and management of staff. However, if despite good faith efforts to collaborate the CEO and ED disagree on a matter requiring a decision, the CEO has the ultimate decision authority. The CEO, ED, and appropriate staff designated by the Board of Directors, shall be bonded for the faithful performance of their duties.

The Chief Executive Officer (CEO) shall supervise, facilitate the work, and annually evaluate the staff performance in the following components of the Institute: the Scientific Peer Advisory and Review Services, Information Technology Office, and Business Office. The Executive Director (ED) shall supervise, facilitate the work, and annually evaluate the staff performance in the publications, community programs and public policy components of the Institute.

The CEO and ED shall make such reports, recommendations, and suggestions to the Executive Committee, the Board of Directors, and the Council for the benefit of the Institute as a whole, and specifically regarding the components of the Institute specified above. A vacancy in the office of CEO or ED shall be filled by the Executive Committee with input from the ED or CEO and the advice and consent of a majority of the Board of Directors.

#### ARTICLE IX. Leadership Development Committee

The Leadership Development Committee is a Standing Committee of AIBS and shall consist of the Vice-President representing the Executive Committee; plus three Board members -- one from the Board-elected seats, one from the Council-elected seats, and one from the Individual-membership-elected seats; plus additional appointments of Board or non-Board members as determined by the President each year in consultation with the Chair of the Committee and with the advice and consent of a majority of the Board. The Committee shall elect its Chair from its ranks.

Committee members, including the Chair, shall normally serve staggered terms of three years. If a vacancy occurs due to a member's inability to complete a term, or if a member is inactive, the President may appoint new members for the duration of the term.

The Leadership Development Committee shall identify and prepare future leaders of the Institute; prepare

a slate of nominees for the annual Board elections as described in Article X herein; inform the nominees of the responsibilities of the offices for which they are being nominated; and ascertain the willingness of each nominee to serve, if elected.

#### ARTICLE X. Elections and Terms

Section 1. Elections are held each calendar year depending on the number of Board vacancies coming open in the next calendar year. Board term years run from January 1 through December 31 of a given year. Newly-elected Board terms start on January 1 following the year in which the election was held.

Section 2. The Board of Directors shall elect the four Officer positions. Additional nominations for Officers may be placed on the ballot by any Director and filed with the Chief Executive Officer or Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The final ballot shall be voted on by all members of the Board of Directors through secret ballot.

Section 3. The Board of Directors shall elect four to eight Board seats in addition to the Officers. Nominations shall be made by the Leadership Development Committee. Suggestions for nominations shall be solicited from the Board. The final ballot shall be voted on by all members of the Board of Directors through secret ballot.

Section 4. The Individual Membership shall elect two seats on the Board of Directors. Nominations shall be made by the Leadership Development Committee. Additional nominations may be made in response to a call for nominations from the Board of Directors by any Individual Member and filed with the Chief Executive Officer or Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The ballot shall be voted on by Individual Members in good standing at the time of the election.

Section 5. The Council shall elect four Council Representatives to the Board of Directors. Nominations shall be made by the Leadership Development Committee. Additional nominations may be made by any Council Representative and filed with the Chief Executive Officer or Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The ballot shall be voted on by the Council Representatives of Institutional Members in good standing at the time of the election.

Section 6. As stipulated in the Institute's Constitution, Article VI, the Board of Directors is authorized, with the advice of the Leadership Development Committee, to vary the number of Board-elected non-Officer seats between four to eight, so long as the total size of the Board remains between 12 to 18 members.

Section 7. The candidate for each vacant position receiving the highest number of votes will be deemed elected. Ties will be resolved by a coin flip.

Section 8. All Board positions have terms of three years except those of President and Vice-President, each of which has a term of two years. Re-election to multiple terms for all Board positions, including President and Vice-President, is permitted, with limits to the number of consecutive terms for the offices of President and

Vice-President as stipulated in Article VI of the Constitution. Directors shall continue in office until their successors have been duly elected and assumed office, or unless they resign, are removed, or are otherwise unable to fill an unexpired term.

Section 9. Notwithstanding Article X, Section 8 herein, and with the advice of the Leadership Development Committee, the Board of Directors is authorized to vary the term length of any non-Officer Board positions that come open during an election cycle to be two-year or four-year terms in order to ensure adequate staggering of Board terms.

Section 10. The qualifications for serving as a member of the Board of Directors shall be knowledge of the activities, purposes, and goals of the Institute, and the potential for making a substantial contribution to the success of its mission.

Section 11. Members of the Board of Directors who fail to attend three consecutive Board meetings without the prior approval of the President for their absence shall be deemed to have resigned their position on the Board. Any Director may resign at any time by giving written notice to the President, Chief Executive Officer, or Executive Director. Such resignation shall take effect at the time specified therein or, if no time is specified, at a time of acceptance as determined by the President. A Director may be removed only by a two-thirds majority vote of all members of the Board of Directors.

Section 12. Members of the Board of Directors may participate and vote at Board meetings and/or Board-related committee meetings either in person or through telephonic or electronic communications technology that allows all participants to hear or otherwise communicate with each other during the meeting. Proxy voting of one Board member for another is not permitted.

#### ARTICLE XI. Standing Committees

The Standing Committees and their areas of responsibility shall be:

- A. The Executive Committee: shall provide scientific leadership, advise and act on behalf of the Board of Directors in conducting the affairs of the organization between formal meetings. The President will chair the committee and convene its meetings. The Executive Committee will include elected officers; the President, Vice President, Treasurer, and Secretary. One additional Board Member may serve and will be assigned by the President.
- B. The Leadership Development Committee: as described in Article IX.
- C. The Finance Committee: shall advise and make policy recommendations to the Board of Directors on all aspects of the Institute's finances, including the annual operating budget, increasing the Institute's financial base, membership dues changes, and long-range financial planning for the Institute. The Treasurer shall chair the Finance Committee. Two additional members of the Executive Committee and two additional individuals, appointed by the President, shall be members of the Committee.
- D. The Public Policy Review Committee: Shall consist of representatives from Institutional Members that provide additional support to participate in science policy work led by AIBS. At the President's discretion up to two members of the AIBS Board of Directors may also be appointed to the Committee. The Committee shall serve as a

communications conduit between AIBS and these organizations, and shall work to coordinate and facilitate communications with decision-makers. The Committee shall from time to time offer recommendations for consideration by AIBS.

- E. The Publications Committee: shall study and report to the Board of Directors on matters pertaining to publications of the Institute. The Committee shall pay special attention to matters that influence the financial health of Institute publications and that strengthen the Institute's leadership status within the biological sciences community.
- F. The Personnel Committee: shall advise AIBS management regarding a standardized employee performance evaluation process. The committee shall also develop and implement a consistent annual performance evaluation process for the Chief Executive Officer and Executive Director. As specified in Article VIII, the committee shall obtain and distribute the Chief Executive Officer's and Executive Director's annual goals and assessment of progress toward those goals to the Board of Directors at the time of the evaluation of the chief employed officers. The committee shall consist of the Board Secretary and two additional Board members assigned by the President.

Members and chairs of Standing Committees shall be appointed by the President, and shall normally serve staggered terms of three years. If a vacancy occurs due to a member's inability to complete a term, or if a member is inactive, the President may appoint new members for the duration of the term.

#### ARTICLE XII. Ad Hoc and Special Committees

Section 1. The President may appoint and charge the chairpersons and members of such ad hoc committees as may be deemed necessary. The term of these committees shall be specified by the President who appointed them, but cannot be longer than the President's term.

Section 2. Special committees to serve for a period of no more than three years may be authorized by a majority vote of the Board of Directors, with the President appointing and charging the chairpersons and members of such committees.

#### ARTICLE XIII. Amendments

Amendments to these Bylaws may be initiated by the Board of Directors or by petition to the Board of Directors. Amendments must be approved by a two-thirds majority vote of the Board of Directors.

#### ARTICLE XIV. General Prohibitions

Notwithstanding any provision of the Constitution or Bylaws that might be susceptible to a contrary construction:

Section 1. The Institute shall be organized and operated exclusively for scientific and educational purposes in accordance with the public interest;

Section 2. No part of the net earnings of the Institute shall or may under any circumstances inure to the

benefit of any private shareholder or individual;

Section 3. No substantial part of the activities of the Institute shall consist of carrying on propaganda, or otherwise attempting to influence legislation;

Section 4. The Institute shall not participate in, or intervene in (including the publishing or distributing of statements contrary to the public interest), any political campaign on behalf of any candidate for public office;

Section 5. The Institute shall not be organized or operated for profit;

Section 6. The Institute shall not:

- A. Lend any part of its income or corpus, without the receipt of adequate security or reasonable rate of interest to...
- B. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to...
- C. Make any part of its services available on a preferential basis to...
- D. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from...
- E. Sell any securities or other property for less than adequate consideration in money or money's worth to...
- F. Engage in any other transactions that result in substantial diversions of its income or corpus to...

any officer, member of the Board of Directors, the Council, or substantial contributor to the Institute.

The prohibitions contained in Section 6 do not mean to imply that the Institute may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

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