

# **BY-LAWS 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.** Regular (full) membership is open to qualified individuals who have published original manuscripts in virology and who are actively involved in virology research, teaching, or administration. To be qualified for regular (full) membership, an individual should be at least three years past his/her professional degree (Ph.D., M.D., D.V.M., M.S. or equivalent experience). Associate membership shall be awarded to individuals in training positions in virology (graduate students, postdoctoral fellows, or equivalent) actively engaged in virology research or teaching.\*

**SECTION 2. Application for Membership.** Application for full membership shall be made by submitting a Membership application form and support information to the Chairman of the Membership Review Committee. This application form shall be accompanied by a *curriculum vitae*, bibliography of the applicant, a letter of nomination from a full member, and a check in U.S. dollars for the annual dues. Application for associate membership shall be made similarly.

Applications shall be processed by the Membership Review Committee. Their recommendations shall be submitted to Council. The Secretary-Treasurer will then notify each applicant.

**SECTION 3. Honorary Membership.** Any member may propose for the consideration of the Council the name of an eminent senior scientist who is not an American national or resident, and who is deemed to be worthy for award of honorary membership. Upon the favorable recommendation of the Council, the election of any such person shall be carried out by mail ballot circulated in advance of the annual meeting. Election shall require an affirmative vote of two-thirds of the valid ballots returned by members. Honorary members shall pay no membership fees or other assessments and shall have all of the rights and privileges of full dues-paying members, except that honorary members shall have no vote and shall not be eligible to hold any office, elective or otherwise.

**SECTION 4. 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 Council, be classified as a member Emeritus.

Members Emeriti shall pay no membership fees or other assessments and shall retain all of the rights and privileges of full dues-paying members.

**SECTION 5. Resignation.** Any member may resign upon written notification to the Council, whereupon such resignation shall be considered effective immediately.

**SECTION 6. Expulsion or Suspension.** The Council shall have the power, by a two-thirds vote of the entire Council, to suspend or expel any member for conduct prejudicial to the interest of the Society, provided that any such member shall have received 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 shall have an appropriate opportunity to be heard; provided also Article VII, Section 3, of the By-Laws shall govern any expulsion of a member for non-payment of dues.

**SECTION 7. 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 shall be held at such time and place as the Council shall determine.

**SECTION 2. Special Meeting.** A special meeting of members may be called at any time and place by the President, or in case of his 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 shall be mailed to each member at least ten days previous hereto.

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

## ARTICLE IV

### Officers

**SECTION 1. Elected Officers.** The elected officers shall be a President, President-Elect and Secretary-Treasurer, all of whom shall be elected by the membership. A President-Elect shall be elected each year and shall serve one year as President-Elect and the following year as President. A Secretary-Treasurer shall be elected once every five years, and serve one year as Secretary-Treasurer-Elect and thereafter a five-year term as Secretary-Treasurer.

**SECTION 2. The President.** The President shall be the Chief Executive Officer of the Society and shall serve as Chairman of the Council; shall preside at all meetings of the Society and of the Council; shall appoint all committees not otherwise provided for in the By-Laws; shall fill all vacancies in appointive positions; and shall have general direction of the affairs of the Society, and perform such other duties as may be prescribed by the Council.

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

**SECTION 4. The Secretary-Treasurer.** The Secretary-Treasurer shall be responsible for keeping the minutes of meetings of the Society and of the Council; shall attend to the giving and serving of all notices of the Corporation; shall have charge of the minute books; and shall perform such other duties as may be prescribed by the Council. He shall also be responsible for the custody of all funds and securities of the Corporation; shall report quarterly to the President and the Council as to the financial condition of the Society; and shall, at the Annual Meeting, submit a certified statement of the Society's financial condition.

**SECTION 5. The Secretary-Treasurer-Elect.** The Secretary-Treasurer-Elect shall be that individual elected to become Secretary-Treasurer in the year following election as Secretary-Treasurer-Elect; shall serve as Secretary-Treasurer in case of the inability of Secretary-Treasurer to serve, which 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 shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

## ARTICLE V

### The Council

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

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

**SECTION 3. Special Meetings.** Special meetings of the Council may be actual or telephonic, 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 shall be mailed 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. A waiver of notice of any meeting in writing signed by the Councilor entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 5. Organization of Council Meetings.** At all meetings of the Council, the President, or in his or her absence the President-Elect, or in their absence, a Temporary Chairman chosen by a majority of the Councilors present at an actual meeting or participating in a special telephonic meeting, shall act as Chairman of such meeting and preside thereat. The Secretary-Treasurer, or in his or her absence, the Secretary-Treasurer-Elect, shall 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 shall be 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 shall be the act of the Council. A majority of the Councilors present or participating at any meeting, whether or not they shall 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 which shall 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 shall be:

- a. Executive Committee of the Council
- b. Finance Committee
- c. Nominations Committee
- d. Program Planning Committee
- e. Membership Review Committee

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

**A. Membership:** The President, immediate Past-President, President-Elect, and Secretary-Treasurer shall constitute an 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 powers to elect Members, Fellows, and honorary Fellows or 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, not inconsistent with the By-Laws 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, 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 shall consist of three members, each of whom may or may not be a member of the Council, appointed by the President for terms of three years except for initial appointments which shall be one for three years, one for two years and one for one year. Members may be reappointed for no more than two successive terms. The President shall appoint the Chairman annually from among the members. The Secretary-Treasurer shall serve as a member of the Committee *ex officio* without vote.

B. **Duties:** The functions of the Finance Committee shall be:

(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 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 shall consist 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 shall chair the Committee.

B. **Duties:** The functions of the Nominations Committee shall be to nominate candidates for elective offices, such candidates to include the nomination of a candidate(s) for President-Elect, candidates for members of the Council and, when required by completion of terms, nomination(s) for Secretary-Treasurer. Nominations are to be made after due consideration of suggestions of members. The number of candidates to be nominated for positions shall be specified by the Council.

SECTION 5. **Program Planning Committee.** The President shall appoint, subject to the approval of the Council, a Program Planning Committee, consisting of six members, for renewable one-year terms. The President shall be an *ex officio* member of this Committee. The Committee shall plan and implement, subject to general supervision by the Council, the program to be presented at each annual meeting of the Society.

SECTION 6. **Membership Review Committee.** The President shall appoint, subject to the approval of the Council, a Membership Review Committee consisting of twelve members, including a Chairman similarly appointed by the President. Members of this Committee shall serve for overlapping three-year terms, four being appointed each year. The Chairman shall

be appointed for one- year terms, renewable twice. The Membership Review Committee shall process all membership applications and report thereupon 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 By-Laws, a majority of a committee shall constitute a quorum thereof, and the acts of a majority of those present at a meeting at which a quorum is present shall be the acts of the committee. Meetings of each committee shall 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 shall be determined by majority vote at the annual meeting of the membership, upon recommendation of the Council. Honorary members and members Emeriti shall pay no membership fees or other assessments. Associate members shall pay not more than half the membership fee and other assessments.

**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 following their election. Such dues shall be paid on or before January 1 of each calendar year, or the membership year then beginning.

**SECTION 3. Penalty for Non-Payment of Dues.** A member who has not paid dues within one year after billing shall, upon being billed for the succeeding year and receiving appropriate notice, 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 shall have power to designate the officers and agents who shall have authority to execute any instrument in 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 By-Laws

SECTION 1. **Amendments, How Effected.** These By-Laws 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 voting, if by mail ballot, if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting. Upon the written request of a least twenty-five (25) members, the Council will submit to the next meeting of the members, whether regular or special, any proposed amendment of the By-Laws.

(\* ) Amended April 1, 2011 by referendum vote of membership in annual election.