

Amended

BY-LAWS OF

**THE ASSOCIATION OF MEDICAL SCHOOL
MICROBIOLOGY AND IMMUNOLOGY CHAIRS**

Approved January 22, 2020

ARTICLE I. – Mission Statement

The mission of the Association of Medical School Microbiology and Immunology Chairs, henceforth referred to as the “Association”, is to promote, advance and support education and research in the fields of medical microbiology and immunology. This will be accomplished by: 1) providing a forum for communication among chairs of departments of microbiology and/or immunology or equivalent organizational units responsible for faculty development and teaching of health science professionals in these fields; 2) aiding in the education and training of students in these disciplines; 3) exploring and communicating means, methods, agencies and funding mechanisms by which scientific research and education can be furthered; and 4) assisting in dissemination of medical and scientific knowledge to professional and lay communities.

ARTICLE II. Membership

There shall be two types of membership in the Association: regular voting members as defined below, and non-voting members.

Regular voting members, henceforth referred to collectively as “Members” and singularly as a “Member”, shall be current chairpersons of departments of microbiology and/or immunology or equivalent organizational units responsible for faculty development and education and research programs for health science professionals in the fields of microbiology and/or immunology. The chairs from colleges and universities engaged in training of graduate and post graduate professionals of human medicine or veterinary medicine are eligible for membership. The Members shall only have the right

to vote for the officers and specific committee chairs of the Association, and any other matter that the Executive Committee deems should be brought before the Membership.

Non-voting members shall be those individuals who were previously Members and who wish to continue participation in the Association and attend annual meetings.

ARTICLE III. Executive Committee

Section 1. Management. The business of the Association shall be managed by a board of directors that shall be known as, and referred to herein as, the “Executive Committee”. The Executive Committee shall have authority to transact all business of the Association and establish all policy of the Association. When transacting business of the Association, each member of the Executive Committee shall act in good faith, in a manner the person reasonably believes to be in the best interest of the Association as a whole. Members of the Executive Committee shall not be held personally liable for the obligations of the Association.

Section 2. The Executive Committee shall be comprised of four (4) voting members, including the Immediate Past President, the President, the President-Elect, and the Secretary/Treasurer. The Chair of the Education Committee and the Chair of the Membership Committee shall be ex-officio, non-voting members of the Executive Committee. The Executive Committee may seek input from other standing and ad hoc committees it may appoint.

Section 3. In the event of a vacancy among members of the Executive Committee the remaining Executive Committee members may appoint a replacement to serve until the next annual Membership meeting, at which time a successor shall be elected from the Membership. The Executive Committee is authorized, at its own discretion, to leave a vacancy unfilled until the next annual Membership meeting. An Executive Committee member who ceases to be a Member shall be disqualified from continued service on the Executive Committee.

ARTICLE IV. Officers

Section 1. The officers of the Association shall be a Past President, President, a President-Elect, and Secretary/Treasurer (the "Officers"). The duties of the Officers shall generally be such as customarily apply to such positions, subject to any specific definitions made in these Bylaws. No two (2) offices may be held at the same time by the same person.

Section 2. The President shall plan the forthcoming annual Membership meeting. The President shall preside at the meetings of the Association and at meetings of the Executive Committee. The President shall also represent the Association in all matters of official business and will be responsible for setting the program of the annual Membership meeting.

Section 3. In the event of the absence or disability of the President in connection with any duly called meeting of the Membership or the Executive Committee, the Past President shall preside. The President-Elect shall succeed to the office of President upon the expiration of the President's one (1) year term or whenever the office of President shall become vacant.

Section 4. The Secretary/Treasurer shall act as a secretary at the meetings of the members and in connection therewith shall keep the minutes of all meetings and be responsible for the proper distribution of all required notices. In particular, the Secretary/Treasurer will maintain a copy of all minutes for archival purposes and website posting.

In the capacity as treasurer, the Secretary/Treasurer shall be Association's chief financial officer and as such shall be responsible for the supervision of the financial affairs of the Association, however all material financial decisions shall be approved by the Executive Committee. The Secretary/Treasurer shall also be responsible for the preparation of an operating budget for the Association, the financial procedures of the

Association including an audit every three (3) years of its books and records, maintaining tax-exempt status filings, and making recommendations to the Executive Committee regarding investments. The Secretary/Treasurer will also be responsible to maintain key financial records and convey these to their successor. The Secretary/Treasurer shall present a report of the fiscal status of the Association at each annual Membership meeting.

Section 5. All the Officers with the exception of the Secretary/Treasurer shall serve for a term of one (1) year. The President-Elect shall be elected by vote of the Members at the annual Membership meeting, and will automatically progress, successively, to terms as President and Past President. New terms shall begin at the close of the annual Membership meeting. The Secretary/Treasurer shall be elected by the Membership at the Annual Membership meeting and shall serve for a renewable term of three (3) years. During the last year of the Secretary/Treasurer's final term in office, the Membership may elect an Assistant Secretary/Treasurer to assist with the transition of duties to the new Secretary/Treasurer. The Assistant Secretary/Treasurer shall not be a member of the Executive Committee and shall not have the right to vote on any matters that come before the Executive Committee. However, they may attend Executive Committee meetings and shall be bound to the same fiduciary duties as all other Executive Committee members.

ARTICLE V. Committees

Section 1. There shall be a Nominating and Elections Committee. The Chair of this committee shall be the Immediate Past President. The Chair shall appoint two (2) additional members of this committee. Thirty (30) days prior to each election, the Nominating and Elections Committee will identify candidates for each open position and prepare the ballot. This committee will also call for nominations from Members in good standing at the annual Membership meeting. This committee shall oversee the elections during the annual Membership meeting.

Section 2. There shall be a Membership Committee that will be comprised of Members. The Chair of this committee shall be appointed to a two (2) year renewable term. The Chair shall appoint and replace members of this committee at their discretion. The mission of this committee will be to maintain and increase membership. In addition, this committee will review applications to join the Association and advise the President as to their eligibility.

Section 3. There shall be a Medical Education Committee that will be comprised of Members of the Association. The Chair of the committee will be elected to two (2) year renewable term. The Chair shall appoint and replace members of this committee at their discretion. The Medical Education Committee will serve to organize an bi-annual workshop focused on immunology and microbiology curricula in medical schools.

Section 4. The Executive Committee may, at its discretion, from time-to-time create other standing committees to implement programs and policies it has approved. The President shall have the power and authority to appoint the Chair and members of such committees subject to approval by the Executive Committee. The President shall also have the power and authority to create ad hoc committees and task forces from time-to-time for special functions or purposes.

ARTICLE VI. Elections

Section 1. Nominations for offices that become vacant shall be made by the Nominating and Elections Committee or by the Membership during the annual Membership meeting.

Section 2. Elections will be held at the annual Membership meetings.

Section 3. A call for nominations will be announced electronically and on the website, at least thirty (30) days prior to the annual Membership meeting.

Section 4. At the discretion of the Executive Committee, elections may be conducted

electronically. At least thirty (30) days prior to the annual Membership meeting, a ballot containing the list of all nominees will be sent to the Membership electronically with deadline three (3) days prior to the annual Membership meeting. Results will be announced at the annual Membership meeting.

ARTICLE VII. Meetings

The Association is authorized to hold scientific and educational meetings, whether international, national or regional. The meeting programs shall comprise scientific and membership affairs presentations along with committee reports as appropriate.

Section 1. The annual Membership meeting shall be held once a year at a time and place selected by the President-Elect and approved by the Executive Committee. Twenty percent (20%) of Members shall constitute a quorum at any duly authorized meeting. The act of the majority of the Members present at a Membership meeting at which a quorum is present shall be the act of the Membership. Each Member shall have one (1) vote in elections of Officers and matters arising.

Section 2. The Executive Committee shall meet quarterly by conference call for the purpose of conducting Association business. These and additional meetings of the Executive Committee may be held on an ad hoc basis as called by the President or at the request of two (2) members of the Executive Committee. A quorum in any of these meetings shall be a majority of the Officers. Except as otherwise provided by law, or these Bylaws, the act of the majority of the Officers present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. No proposal may be brought to a vote at an annual or special meeting of the Members unless it has been approved by the Executive Committee or has been endorsed by five (5) Members in good standing. The Secretary/Treasurer may include the substance of any such proposal in the written notice of said meeting, or the Secretary/Treasurer may submit separately such proposals in writing to Members.

Section 4. The Executive Committee may vote and take action on any matter without a meeting if all voting members of the Executive Committee consent thereto in writing. Such writing may be accomplished by electronic transmission, mail or facsimile.

ARTICLE VIII – Dues, Assessments and Compensation

Section 1. All fiscal affairs of the Association shall be conducted on the basis of the calendar year. The Executive Committee may determine from time to time the amount of initiation fee, if any, annual dues, and special assessments for designated purposes payable to the Association by members.

Section 2. The Executive Committee may authorize reimbursement for reasonable expenses incurred by Officers, the Operations Manager and committee members in connection with the performance of their duties.

Section 3. Members of the Executive Committee shall not receive compensation for their service.

ARTICLE IX. General Provisions

Section 1. The Association's fiscal year shall end December 31.

Section 2. No action of the Association is to be construed as committing any member to the Association's position on any issue.

Section 3. The Association may employ by contract an Operations Manager, henceforth referred to as the “Manager”, responsible for maintaining the collective memory of the Association and long-term storage of all Association records for use by the Executive Committee and the Membership, and when needed for tax purposes and otherwise. Association records will include, but not be limited to, tax records, financial records,

society correspondence, membership database information, bank account records, etc. The Manager shall also be responsible for conveying information among members and potential members. This will include developing, maintaining and updating website content.

Section 4. The principal office of the Association shall be located in the State of residence of the Operations Manager. The Association may establish and maintain other offices in any of the States, territories, or possessions of the United States, and in such place as may from time to time be approved by the Executive Committee.

Section 5. Upon the dissolution or other termination of the Association, no part of the property of the Association nor any of the proceeds thereof shall be distributed to, or inure to the benefit of any of the members, but all such property and proceeds shall, subject to the discharge of valid obligations of the Association and to applicable provisions of law, be distributed to such organization or organizations qualified under Section 501(c) 3 of the Internal Revenue Code, or its successor provision, for the benefit of the enhancement of medical and scientific education and research, as the Executive Committee shall direct, excluding private foundations.

Section 6. To the maximum extent allowable under New Mexico law, the Association shall indemnify any Executive Committee member, employee, agent or committee member or former Executive Committee member, employee, agent or committee member (collectively the "Indemnified Parties") against expenses, costs, and attorneys' fees actually or reasonably incurred by an Indemnified Party in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been a member of the Executive Committee, employee, agent or committee member. The Indemnified Party shall not be indemnified if they are adjudged to be liable on the basis that they breached or failed to perform the duties of their office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed for an Indemnified Party for reasonable expenses to be incurred in connection with the defense of the action, suit or

proceeding provided that such Indemnified Party must reimburse the Association if it is subsequently determined that they were not entitled to indemnification.

ARTICLE X. Amendments/Dissolution

Section 1. These Bylaws may be amended, altered or repealed or new Bylaws made, only be the majority vote of the Executive Committee at a regular or special meeting, provided that notice of such alteration, amendment or repeal shall be included in notice of such meeting.

Section 2. The Association's Articles of Incorporation may be amended by at a meeting of the Executive Committee upon receiving the vote of a majority of the voting members of the Executive Committee.

Section 3. The dissolution of the Association shall be authorized at a meeting of the Executive Committee upon the adoption of a resolution to dissolve by the vote of a majority of the voting members of the Executive Committee.

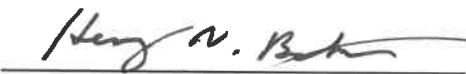
These Bylaws were adopted on January 22, 2020, by a majority vote the Executive Committee.



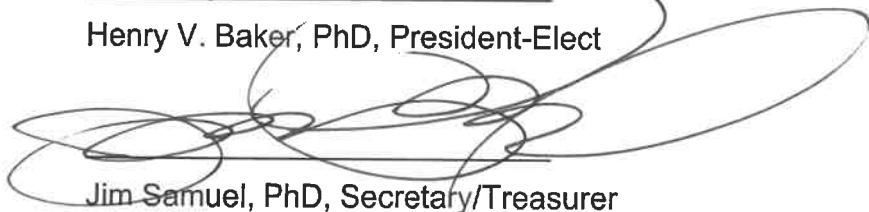
John C. Cambier, PhD, President



Satya Dandekar, PhD, Past President



Henry V. Baker, PhD, President-Elect



Jim Samuel, PhD, Secretary/Treasurer