

# PROPOSED BYLAW AMENDMENTS

*Approved by the Board of Directors – December 8, 2022*

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# The Federation of American Societies for Experimental Biology

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## **ARTICLE I. *Name***

The name of this organization is the Federation of American Societies for Experimental Biology. The business of the organization may be conducted as the Federation of American Societies for Experimental Biology, FASEB, or the Federation.

## **ARTICLE II. *Purpose***

The Federation of American Societies for Experimental Biology advances health and well-being by promoting research and education in biological and biomedical sciences through collaborative advocacy and service to FASEB societies and their members.

## **ARTICLE III. *Membership***

**Section 1. *Membership Eligibility.*** Membership in FASEB is open to scientific societies. The Federation Board shall establish eligibility requirements to join the Federation. New memberships shall require a vote of approval by no fewer than three-fourths of all voting members of the Federation Board.

**Section 2. *Full Members.*** Only full members, as defined by the Federation Board, have voting rights through representation on the Federation Board.

**Section 3. *Membership Categories.*** In addition to full memberships, the Federation Board may establish other categories of membership and define their associated rights and privileges.

**Section 4. *Membership Dues.*** The Federation Board shall determine membership dues.

**Section 5. *Voluntary Withdrawal of Membership.*** The Federation Board shall establish policies and procedures governing how societies may end their FASEB membership.

**Section 6. *Involuntary Termination of Membership.*** A society's membership may be terminated by the Federation Board with one year's notice. Such action shall require a vote of approval by no fewer than three-fourths of all voting members of the Federation Board.

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## ARTICLE IV. The Federation Board

**Section 1. *General Powers and Responsibilities.*** The Federation Board shall establish policies and directives governing FASEB business, property, and programs.

**Section 2. *Composition.*** The Federation Board shall consist of FASEB Officers, in addition to one Director appointed by each full member society, and at least one, but no more than three Early Career Representatives appointed by the Federation Board. FASEB Officers include the President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect (when seated), Vice President for Science Policy, Vice President-Elect for Science Policy, Vice President for Diversity, Equity, Accessibility, and Inclusion, Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion, and the Executive Director serving in the capacity as Federation Secretary.

**Section 3. *Voting Rights.*** Directors and Early Career Representatives shall have one vote. If a Director is unable to attend a Board or committee meeting, a representative may be designated by the member society to attend without voting privileges. The Chair of the Federation Board shall vote only to break a tie. The President-Elect, Immediate Past President, Treasurer, Treasurer-Elect, Vice President for Science Policy, and Vice President-Elect for Science Policy, Vice President for Diversity, Equity, Accessibility, and Inclusion, and Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion shall have full voting rights. The Secretary shall be a non-voting member of the Board.

**Section 4. *Term of Office.*** All Director appointments to the Federation Board shall be for a term of four years. No individual shall serve as a society's representative for more than eight years. Early Career Representative appointments shall be for a single term of two years. All terms commence on July 1.

**Section 5. *Removal from the Board.*** Any Officer, Director, or Early Career Representative may be removed from the Federation Board by a vote of approval by no fewer than three-fourths of all voting members of the Federation Board.

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**Section 6. *Regular Meetings.*** The Federation Board shall meet in-person at least two times per year. Other meetings of the Federation Board may be held by conference call or other appropriate means. Notice for in- person meetings shall be given to all members of the Board at least thirty days in advance of such meetings. Notice of conference call meetings shall be given to all members of the Board at least ten days in advance of such meetings. Attendance at a meeting shall constitute waiver of notice. The Board may act without a meeting if each member approves the action to be taken in writing.

**Section 7. *Special Meetings.*** Special meetings of the Board may be called by the President or upon written request of at least four Directors. Notice for a special meeting shall be sent to all members of the Board at least three days in advance of such meetings with an agenda specifying the subjects to be considered. Board actions during a special meeting shall require a vote of approval by no fewer than three-fourths of all voting members of the Federation Board.

**Section 8. *Director Attendance.*** Directors shall attend, in person or electronically, at least eight regular Board meetings annually. A Director who does not attend at least eight regular meetings each year shall be encouraged to reevaluate their commitment to FASEB with their society's Executive Officer and volunteer leadership. The Board may deem a Director who has missed four consecutive meetings – without notification or explanation – to have resigned from the Board.

**Section 9. *Quorum.*** A majority of voting members of the Federation Board shall constitute a quorum for the transaction of business at any Federation Board meeting.

**Section 10. *Conflict of Interest.*** Officers, Directors, and Early Career Representatives shall comply with the Federation's Conflict-of-Interest Policy. All members of the Federation Board must submit a conflict-of-interest disclosure annually.

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**Section 11. *Vacancies.*** Unless otherwise provided for in these bylaws, Director vacancies shall be filled by the respective full member society. The Federation Board may fill a vacant Early Career Representative position for a two-year term.

### ARTICLE V. Officers

**Section 1. *Officers.*** FASEB Officers include the President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect (when seated), Vice President for Science Policy, Vice President-Elect for Science Policy, Vice President for Diversity, Equity, Accessibility, and Inclusion, Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion, and the Executive Director serving in their capacity as Federation Secretary.

**Section 2. *Selection of Officers.*** The Federation Board shall establish procedures for electing the following FASEB Officers: President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect (when seated), Vice President for Science Policy, Vice President-Elect for Science Policy, Vice President for Diversity, Equity, Accessibility, and Inclusion, and Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion. The Federation Secretary shall be appointed by the Board.

**Section 3. *Term of Office of Officers.*** The President, President-Elect, Immediate Past President, and Vice President for Science Policy, and Treasurer-Elect, Vice President for Diversity, Equity, Accessibility, and Inclusion, and Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion shall hold office for one year. The Treasurer shall hold office for two years. Terms commence on July 1. No individual shall serve more than one term in the same Officer position. No individual shall serve in two Officer positions simultaneously.

#### **Section 4. *Duties of Officers***

A. *President.* The President shall serve as the Chair of the Federation Board and Executive Committee; appoint an interim Secretary in the event of a vacancy; and perform other duties incident to the office of President as assigned by the Federation Board.



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- B. *President-Elect*. The President-Elect shall serve as presiding officer in the absence of the President;
- succeed to the office of President in the event of a vacancy in that office or at the end of the term of office; and perform other duties incident to the office of President-Elect as assigned by the Federation Board.
- C. *Treasurer*. The Treasurer shall chair the Finance Committee and perform duties incident to the office of Treasurer and such other duties as assigned by the Federation Board.
- D. *Treasurer-Elect*. The Treasurer-Elect, when seated, shall chair the Finance Committee in the Treasurer's absence and perform duties incident to the office of Treasurer-Elect; succeed to the office of Treasurer in the event of a vacancy in that office or at the end of the term of office; and such other duties as assigned by the Federation Board.
- E. *Vice President for Science Policy*. The Vice President for Science Policy shall chair the Science Policy Committee and perform all duties incident to the office of Vice President for Science Policy and such other duties as assigned by the Federation Board.
- F. *Vice President-Elect for Science Policy*. The Vice President-Elect for Science Policy shall chair the Science Policy Committee in the Vice President for Science Policy's absence; succeed to the office of Vice President for Science Policy in the event of a vacancy in that office or at the end of the term of office; and perform duties incident to the office of Vice President-Elect for Science Policy and other such duties as assigned by the Federation Board.
- G. *Immediate Past President*. The Immediate Past President shall serve as presiding officer in the absence of the President and President-Elect and perform all duties incident to the office of Immediate Past President and such other duties as may be assigned by the Federation Board.
- H. *Vice President for Diversity, Equity, Accessibility, and Inclusion*. The Vice President for Diversity, Equity, Accessibility, and Inclusion shall chair the Diversity, Equity,

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Accessibility, and Inclusion (DEAI) Committee and perform all duties incident to the office of Vice President for Diversity, Equity, Accessibility, and Inclusion and such other duties as assigned by the Federation Board.

I. *Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion.* The Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion shall chair the Diversity, Equity, Accessibility, and Inclusion (DEAI) Committee in the Vice President for Diversity, Equity, Accessibility, and Inclusion's absence; succeed to the office Vice President for Diversity, Equity, Accessibility, and Inclusion in the event of a vacancy in that office or at the end of the term of office; and perform duties incident to the office of Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion and other such duties as assigned by the Federation Board.

J. *Secretary.* FASEB's Executive Director shall serve as the Secretary of the Federation. The Secretary shall keep the minutes of the meetings of the Federation Board and certify quorum; see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff members maintain corporate records; and perform all duties incident to the office of Secretary and such other duties as assigned by the Federation Board.

**Section 5. *Line of Succession.*** In the president's absence, the line of succession for Chair of the Board is as follows: President-Elect, Immediate Past President, Treasurer, Vice President for Science Policy, and Vice President for Diversity, Equity, Accessibility, and Inclusion.

**Section 6. *Resignation.*** Any Officer may resign at any time by giving written notice to the Chair of the Federation Board.

**Section 7. *Officer Vacancies.*** Unless otherwise provided for in these bylaws, the Chair of the Federation Board may appoint a member of the Board to fill the vacant officer position for the remaining term of office.

**ARTICLE VI. *Executive Director.*** The Executive Director shall be hired by and serve at the direction of the Federation Board. The Executive Director shall serve as the Federation's

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Chief Executive Officer to develop, implement, and inform the Board of administrative procedures necessary to implement Board policy; ensure preparation and implementation of an annual budget that supports the Federation's strategic plan and priorities; and manage the day-to-day operation of the Federation.

### ARTICLE VII. *Committees*

**Section 1. *Establishment of Committees.*** The Federation Board shall have the right to appoint and determine the composition and authority of permanent committees and other committees and task forces as it deems necessary.

**Section 2. *Executive Committee.*** Between meetings of the Federation Board, an Executive Committee may exercise the management authority of the Board consistent with these bylaws and established policies and procedures. Voting members of the Executive Committee include the President, President-Elect, Immediate Past President, Vice President for Science Policy, Vice President-Elect for Science Policy, Treasurer, Treasurer-Elect (when seated), Vice President for Diversity, Equity, Accessibility, and Inclusion, and Vice President-Elect for Diversity, Equity, Accessibility, and Inclusion, and two Directors elected from the Federation Board. Non-voting members of the Executive Committee include the Federation Secretary and the Director of the Office of Public Affairs.

**Section 3. *Executive Officers Advisory Committee.*** The Executive Director of the Federation and the Executive Officer of each of the full member societies shall comprise the Executive Officers Advisory Committee. The Executive Officers Advisory Committee shall address items of mutual interest to the Federation.

**Section 4. *Finance Committee.*** The Finance Committee, in consultation with the Executive Director, is responsible for recommending an annual budget to the Federation Board; overseeing management of invested funds of the Federation; recommending an investment policy for the Federation; and in all other ways, assisting the Treasurer.



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**Section 5. *Science Policy Committee.*** The Science Policy Committee is charged with monitoring and advising the President and the Federation Board on public policy topics and initiatives of importance to the Federation and its member societies.

**Section 6. *Diversity, Equity, Accessibility, and Inclusion Committee.*** The Diversity, Equity, Accessibility, and Inclusion Committee is charged with developing and implementing strategies to guide the Federation's efforts to foster diverse, equitable, accessible, and inclusive research, training, and professional environments.

### **ARTICLE VIII. *Indemnification***

The Federation shall indemnify an Officer or Director or member of a duly constituted committee, and may, by resolution of the Federation Board, indemnify an employee, against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with the defense of any claim, action, suit or proceeding to which said person may be a defendant or respondent by reason of affiliation with the Federation; provided the Federation Board believes that said person (1) acted in good faith; and (2) either reasonably believed that his or her conduct was in the best interests of FASEB, or, in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Federation may advance expenses to, or may at its own expense undertake the defense of any Officer, Director, member of a duly constituted committee, or employee; provided (1) it is so authorized by the Federation Board; (2) written affirmation from said person is provided of a good faith belief that he or she is legally entitled to indemnification or is immune from liability under applicable law; and (3) reasonable assurance is obtained that the advance will be repaid if it is ultimately determined that the person involved is not entitled to be indemnified by the corporation. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, or administrators. If any part of this Article shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected. The provisions of this Article shall be applicable only to any claim, action, suit or proceeding arising after the adoption of this Article by the Federation Board.

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## **ARTICLE IX. *Amendments***

**Section 1. *Proposals.*** Amendments to these bylaws may be proposed by any member of the Federation Board, a committee, or task force.

**Section 2. *Approval.*** Proposals to amend the bylaws may be considered at any meeting of the Federation Board. All Board members shall be given sixty days to review such proposals prior to the Board meeting at which the proposal will be considered. Amendments shall require a vote of approval by no fewer than three-fourths of all voting members of the Federation Board.

## **ARTICLE X. *Contracts***

The Executive Director shall have the authority to sign and execute contracts, agreements and other legal documents in the name of the Federation under such circumstances as directed by the Board.

## **ARTICLE XI. *Seal***

The official seal of this Federation shall be circular in form with the name of the Federation around the outer edge and in the center the words, "Incorporated in the District of Columbia January 19, 1954." The Executive Director, as Secretary, shall have custody of the seal and shall be responsible for its use on official documents.

## **ARTICLE XII. *Parliamentary Authority***

The business of the Federation Board and all committees shall be conducted in accordance with the principle and procedures given in the current edition of *Robert's Rules of Order Newly Revised* unless the Federation Board at any time shall have adopted special rules of order.