

**BY-LAWS OF
THE GENETICS AND ENVIRONMENTAL MUTAGENESIS
SOCIETY (GEMS)**

April 1983
Amended August 1988
Revised March 2006

ARTICLE 1

Offices

The Genetics and Environmental Mutagenesis Society (GEMS or Society) may have such offices as the Board of Directors (BOD) may determine, or as the Society may require from time to time.

ARTICLE 2

Membership

Section 1. Members. The membership of the Society shall consist of scientists and other persons who share an interest in the purposes of GEMS (see Charter). Applications for membership shall be submitted to the Secretary or Treasurer. Membership is open to all interested parties regardless of educational level or degrees earned. Any member may resign from the Society by giving written notice to the Secretary. New members can join at any time.

Section 2. Corporate Sponsors. GEMS recognizes the value and importance of industrial/corporate support to further its goals. A separate category of membership is therefore designated as a Corporate Sponsor. A listing of Corporate Sponsors will be included in the Program and Abstracts of each GEMS Meeting, and in the official GEMS Newsletter. In addition, Corporate Sponsors will have display space made available at one meeting each year. The Corporate Sponsor representative will be able to appoint one additional representative employee who shall be eligible to attend one GEMS meeting per year as a member. Only in the case of a person qualified as a Member, by virtue of paying membership dues, may a Corporate Sponsor representative vote or hold office.

Section 3. Membership List. The Treasurer and/or Secretary shall keep a membership list consisting of the names, addresses, and email addresses of all current members, including Corporate Sponsors.

Section 4. Good Standing. No member may vote, run for office, hold office, or make

nominations unless at the time such member's dues for the then current calendar year have been paid. Only members in good standing may serve as elected officials of the Society. To be a member in good standing for the calendar year, membership dues must be paid by June 30th of each year.

ARTICLE 3

Meetings

Section 1. Annual Meeting. A scientific meeting of the members of the Society shall be held at least once during each calendar year, and concurrently with this, a business meeting of the Society. When more than one meeting will be held in a year, the Fall meeting will be designated as the Annual Meeting.

Section 2. Additional Scientific Meetings. The officers and BOD may organize additional scientific meetings at various times of the year. These shall be distinct from the Annual Meeting and shall not require a concurrent business meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the President or a majority of the BOD, or by the Secretary upon the written or email request of 10 percent of the members. Business transacted at any special meeting of the members shall be confined to the purposes stated in the notice thereof.

Section 4. Place of Meeting. All meetings of the members shall be held at a place convenient to the majority of the members, as designated by the BOD and specified in the notice of such meetings unless otherwise agreed to by a majority of the members.

Section 5. Conduct of Meetings. The President, or in his/her absence the Vice-President, shall preside at each meeting of the members. The Secretary shall act as secretary of the meeting, or if he/she is not present, the President shall appoint a secretary of the meeting. Proceedings at such meetings shall be governed by Robert's Rules of Order Revised.

Section 6. Notices. A written, printed, or email notice stating the place, day and hour of the meeting, and in case of a special meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than 14 nor more than 60 days before the meeting, personally, by postal mail, or by email, by or at the direction of the BOD, the President, the Secretary, or the officer calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Society, with the postage thereon prepaid. If sent by email, it shall be deemed delivered if sent to the most recent email address listed for the member.

Section 7. Quorum. Twenty-five percent of the total membership shall constitute a quorum at meetings of members. When a quorum is present at any meeting, the vote by a majority of the members entitled to vote present in person or represented by proxy shall decide

any question brought before such meeting, unless the question is one upon which, by express provision of law or of the Articles of Incorporation or these By-Laws, a different vote is required; in which case, such express provision shall govern and control the decision of such question.

Section 8. Voting. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Any member voting by proxy must notify the Secretary in writing or by email at least 24 hours prior to the meeting.

ARTICLE 4

Board of Directors (BOD)

Section 1. General Powers. The business and affairs of GEMS shall be managed by the BOD. The BOD shall exercise all powers of GEMS except those powers designated to officers and others as specified in these By-Laws.

Section 2. Number. The BOD shall consist of 14 persons. BOD Members shall be chosen from members in good standing, and shall attempt to be representative of the major organizations from which GEMS draws its membership. Four members will be the elected officers of the Society and each will serve for a two-year term. These are: President, Vice-President, Secretary, and Treasurer. Nine additional BOD members, designated Councilors, shall be elected for terms of three years each. One-third of the councilors on the BOD shall be re-elected each year. In addition to the elected officers, the student winner of the GEMS award for best presentation shall be a member of the BOD for the calendar year following the award.

Section 3. Resignation. Any member of the BOD may resign by giving written notice to the BOD, the President, or the Secretary.

Section 4. Meetings of the BOD. The BOD shall meet no less frequently than every two months, at such times and places as may be selected by the President or by resolution of the BOD. Meetings shall be held to conduct such business as may be appropriate.

Section 5. Quorum and Manner of Acting. Seven (7) members of the BOD shall constitute a quorum. All matters shall be decided at a meeting, a quorum being present, by the affirmative votes of a majority of those present, except in cases where the presence or the vote of a greater number is required by law, the Articles of Incorporation, or these By-Laws. Matters may also be decided by email vote by a quorum of the BOD.

Section 6. Notice. Notice of any meeting of the BOD shall be given at least 15 days prior thereto. Notice shall mean written notice delivered personally, sent by postal mail or telegram, or email to each member of the BOD at the address as shown by the records of the

Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notices sent by email shall be considered delivered when sent to the BOD member's email address of record. The business to be transacted at the meeting shall be specified in the notice or waiver of notice of such meeting.

Section 7. Voting and Proxies Each BOD member shall, at every meeting, be entitled to one vote which may be cast in person or by written proxy, signed by such member, and filed with the Secretary, appointing another BOD member to cast his/her vote.

Section 8. Vacancies. Any vacancy occurring in the BOD for any cause other than by reason of an increase in the size of the BOD, and any vacancy in any Officer or Councilor position may be filled by affirmation vote of a majority of the remaining members of the BOD, even though less than a quorum of the BOD remains. A person elected to fill such a vacancy shall serve until the next regular election for that office by the members.

ARTICLE 5

Committees

Committees not having and exercising the Authority of the BOD in the management of the Society may be created from time to time by resolution adopted by a majority of the members of the BOD present at a meeting at which a quorum is present. Each such committee shall have the functions, membership, and duration specified in the resolution creating such committee. Duties of each Committee will be determined by the BOD and may be expanded by the committee after approval by a majority of the BOD.

ARTICLE 6

Officers

Section 1. Number. The officers of the Society shall be a President, Vice-President, Secretary, and Treasurer. In addition, there may be other officers as may be designated in accordance with these By-Laws. No person may occupy two offices simultaneously or run for another office whose term overlaps with that of his/her first office without first resigning that office.

Section 2. Election, Term of Office and Qualifications. The officers of the Society shall be elected in the manner provided by these By-Laws. Each officer shall hold office for the term provided herein.

Section 3. Resignations. Any officer may resign at any time by giving written notice of his/her resignation to the Secretary or the President. Any such resignation shall take effect at the time specified therein, or if no time is so specified upon its receipt, as the case may be. Unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All BOD members shall receive notice of the resignation from the Secretary or the President no later than the time at which it becomes effective.

Section 4. The President. The President shall serve for a term of one year, starting at the Annual Meeting. Starting with the Annual Meeting, the previous year's Vice-President will automatically become President. The President shall be the Chief Executive Officer of the Society, conduct the general and active management and direction of the business and affairs of GEMS, and oversee the BOD and GEMS committees. He/She shall preside at all business meetings and at all meetings of the BOD. He/She is empowered to nominate committee membership as herein provided and shall, ex officio, be a member of all such committees other than the Nominating Committee. The President may sign, execute, and deliver in the name of GEMS all deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing, execution or delivery thereof shall be expressly otherwise delegated by the BOD, by these By-Laws, or by law, and, in general, shall perform all duties incident to the office of President and such other duties as may from time to time be assigned by these By-Laws or the BOD. The President shall assist the Vice-President in the planning and organization of the Annual Meeting.

Section 5. The Vice-President. The Vice-President shall be elected for a term of one year and will be elected from the general membership after nomination by the Nominating Committee or petition by the membership. The Vice-President shall also be the President-Elect. After serving one year as Vice-President, the incumbent shall accede to the office of President at the next Annual Meeting. The Vice-President shall be responsible for organizing and running the Annual scientific meeting of the Society, and other scientific meetings as approved by the BOD. In the event of the absence or disability of the President, the Vice-President shall perform all of the duties of the President. At all other times, the Vice-President shall perform such duties and exercise such powers as from time to time may be assigned by these By-Laws, the BOD or the President.

Section 6. The Secretary. The Secretary shall be elected for a term of two years and will be elected from the general membership after nomination by the Nominating Committee or petition by the membership. He/She shall attend all business meetings, and all meetings of the BOD, shall record all of the proceedings of such meetings, and shall be the custodian of the records of the Society. He/She shall give or cause to be given notice of all meetings of the members and of the BOD in accordance with the provisions of these By-Laws and shall keep copies of these By-Laws available for inspection by the members of the Society. In general, he/she shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by these By-Laws, the BOD, or the President.

Section 7. Treasurer. The Treasurer shall be elected for a term of two years and will be elected from the general membership after nomination by the Nominating Committee or petition by the membership. He/She shall be authorized to collect all monies payable to the Society, shall be charged with the care and custody of the funds of the Society, and from such funds shall make such disbursement, duly authorized, as may be necessary or appropriate. He/She shall keep the Society's financial and bank accounts, shall enter in detail all receipts and disbursements, and

shall report thereon at the request of the BOD or the President. These accounts shall be open at all times to the inspection of any member of the Society. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by these By-Laws, the BOD, or the President.

Section 8. Councilors. Nine (9) councilors shall be elected for three-year terms. In addition, the winner of the student award for best presentation shall serve as councilor, with all rights and privileges that go with the position, during the calendar year following the award. Each elected councilor shall be a BOD member for the entire term of office (3 years), shall attend all BOD meetings, and shall be responsible for committee duties when appointed by the President or by a vote of the BOD.

Section 9. Other Officers. The BOD may appoint a Corporate Sponsor Coordinator to encourage corporate sponsorship of GEMS functions. The BOD may appoint such other officers, including an Executive Vice-President, Editor of any official publication of the Society, one or more assistant Secretaries, or one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the BOD. Any officer appointed by the BOD may be removed by the BOD whenever in its judgment the best interests of GEMS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE 7

Dues

Section 1. Fixing of Dues. Annual membership dues shall be established by the BOD and may be changed by the BOD as necessary. Classes of dues may include, regular membership, student membership, emeritus membership, lifetime membership, corporate membership, and other categories designated by the BOD.

Section 2. Payment. Membership dues shall be payable on or before January 1 of the calendar year for which assessed. Any member whose dues are unpaid by June 1 will be notified in writing by the Secretary or Treasurer that he/she is not a member in good standing. If such member's dues remain unpaid beyond the date of the Annual meeting of such year, he/she will no longer be deemed a member.

ARTICLE 8

Nominations and Elections

Section 1. Nominating Committee. The BOD shall, at its meeting following the Annual meeting of members, appoint a Nominating Committee consisting of not less than five members of the Society, at least three of whom shall not be members of the BOD. The Nominating Committee shall be chaired by a member of the BOD. The Committee is charged with preparing

the slate of candidates for office and giving it to the Election Committee Chair. The Board shall approve the final slate of candidates.

Section 2. Nominations. No names shall be placed on the ballot without a written or email acknowledgment from the nominee that he/she would be willing to serve if elected. No nominee will be eligible to run for more than one office in an election. Members may submit nominations by petition containing the signatures of at least nine (9) other members of the Society. No one may nominate more than one individual for each office and three individuals for the BOD; self-nominations are accepted. Nominations by petition and by the Nominating Committee must be submitted to the Secretary no later than two months before the Annual meeting.

Section 3. Procedures. Prior to two months before the Annual meeting each year, the Nominating Committee shall construct a list of nominees, all of whom shall be members in good standing, to succeed those members or officers whose terms expire at the time of the Annual meeting of that year. Potential candidates must be notified prior to nomination, agree to serve if elected, and to attend, without expense to GEMS, all meetings of the BOD. In the case of nominations of persons for full three-year terms as members of the BOD (other than officers), there shall be at least three more nominees for Councilor than there are positions to be filled. In the case of officers, there shall be at least one nominee for each office. A ballot shall be distributed to members no later than 90 days before the Annual meeting. Ballots must be received by the Secretary within the prescribed deadline. Persons receiving the highest number of votes, even though less than a majority, shall be deemed elected. Newly elected Officers and Councilors shall take office at the conclusion of the Annual Meeting in the Fall of each year, except for the Treasurer, who will assume office on the following January 1st.

ARTICLE 9

Affiliation; Publications

Section 1. Affiliation. The Society may affiliate with other organizations only upon the recommendation of the BOD, and approved by a majority of the members voting on the issue.

Section 2. Publications. The Society may publish or cause to be published such journals, newsletters and other print and electronic publications only upon the recommendation, and with approval of, the BOD.

ARTICLE 10

Dissolution or Merger

The Society may be merged, consolidated or dissolved in the manner provided by statute but, notwithstanding any such statute, any plan of merger, consolidation or dissolution shall be favorably recommended by a two-thirds vote of the BOD, shall be discussed at the next

succeeding annual business meeting, and shall thereafter be approved by two-thirds of the members voting by mail or electronic ballot. In the case of a plan of dissolution, such plan need not designate with particularity the transferees of funds and other assets of the Society. Such transferees must, however, be approved by a two-thirds vote of the BOD. Provisions for dissolution or final liquidation must be in accordance with the Articles of Incorporation.

ARTICLE 11

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of North Carolina or under the provisions of the Articles of Incorporation of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12

Action Without a Meeting

Any action required or permitted to be taken at a meeting of the members of the BOD or of any committee thereof may be taken without a meeting if a consent in writing or email setting forth the action so taken shall be signed by a simple majority of the members, a simple majority of the BOD, or by a simple majority of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings. Such consent shall have the same force and effect as a simple majority vote of the members, the BOD or the committee, as the case may be, and may be stated as such in any article or document to be filed with public authorities.

ARTICLE 13

Finances

Section 1. Fiscal Year. The fiscal year of the Society shall be the calendar year.

Section 2. Audit. The financial books and records of the Society shall be audited annually in January by the BOD.

Section 3. Financial Statement. The Society shall make available an annual statement of its finances as of the close of the fiscal year. This statement shall be open at all times to the inspection by any member of the Society. An interim version of this statement shall be presented by the Treasurer at the Annual Meeting.

Section 4. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by the Treasurer or the Secretary.

Section 5. Deposits. All funds of the Society shall be deposited in timely fashion to the credit of the Society in such banks, trust companies, or other depositories as the BOD may select.

Section 6. Gifts. The BOD may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Society.

ARTICLE 14

Amendments and changes to By-Laws

Proposed amendments and/or changes should be submitted to the Secretary and will be acted upon at the next regular meeting of the BOD. If approved by a two-thirds vote of the BOD the Amendment/change shall be promptly presented for approval by mail or email ballot of all members. If approved by a majority of the members voting in such ballot, the amendment or change will be deemed adopted. If not so approved, the amendment or change shall be deemed defeated