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# THE FEDERATION OF AMERICAN SOCIETIES FOR EXPERIMENTAL BIOLOGY

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## BYLAWS

*Approved by the Board of Directors – April 3, 2012*

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# THE FEDERATION OF AMERICAN SOCIETIES FOR EXPERIMENTAL BIOLOGY

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## BYLAWS

### ARTICLE I. *Name*

The name of this organization is the Federation of American Societies for Experimental Biology.

### ARTICLE II. *Purpose*

The Federation of American Societies for Experimental Biology (FASEB) advances biological science by promoting scientific progress and education through advocacy consistent with its status as a 501(c)(3) organization, leading to improvements in human health. FASEB also serves in other capacities in which the member societies can function more efficiently as a group than as individual units.

### ARTICLE III. *Membership*

Section 1. *Founding Members.* The Founding Member societies of the Federation are, in order of affiliation: The American Physiological Society, Inc.; American Society for Biochemistry and Molecular Biology, Inc.; American Society for Pharmacology and Experimental Therapeutics, Inc.; American Society for Investigative Pathology, Inc.; American Society for Nutrition; and The American Association of Immunologists.

Section 2. *Other Members.* Other societies in the field of biological science may apply for membership, and may be admitted by a three-fourths majority vote of all voting members of the Federation Board, not including the President.

Section 3. *Membership Terminology.* The use of the terms "member society" or "member Societies" alone hereinafter shall refer to both founding member societies listed in Section 1 above and member societies admitted under Section 2, unless the context indicates differently. The term "founding member society," however, shall only mean those member societies listed in Section 1.

Section 4. *Membership Requirements.* The Board of Directors may establish such requirements for membership as it deems appropriate and in the best interests of the Federation.

Section 5. *Withdrawal of Membership.* Any member society may withdraw from the Federation one year following notification to the Federation Board of its intention, by its President delivering in person or by mailing to the Executive Director of the Federation a certified copy of a resolution of its Board of Directors to that effect. Directors of the withdrawing member society shall tender their resignations on the date of withdrawal.

Section 6. *Termination of Membership.* A society's membership status may be terminated by the Federation Board with one year's notice. Such action shall require consent of all founding society Board members other than the member whose society is being terminated, and a three-fourths majority voting members of the Board.

### ARTICLE IV. *The Federation Board*

Section 1. *Composition.* The Federation Board shall consist of the Officers and one director from each of the Member Societies. The immediate Past Vice President for Science Policy shall be a non-voting member of the Board. The Treasurer-Elect (when in effect) and the Vice President-Elect for Science Policy shall be non-voting members of the Board if they are not current directors. Officers of the Federation Board are: the President, President-Elect, immediate Past President, Treasurer, Vice President for Science Policy, and Secretary. Directors shall be appointed by Member Societies so that approximately one-fourth of the directors will be appointed every year.

Section 2. *Term.* The President, President-Elect, immediate Past President, and Vice President for Science Policy shall serve one-year terms. The Treasurer shall serve a two-year term. No individual shall serve more than one term in the same officer position. Directors shall serve terms of four years. Terms shall commence on July 1. When a director's term is not completed, his or her member society shall appoint a director to finish the term.

A representative of a member society shall not be

eligible for immediate reappointment except for those who have served for two years or less in filling interim vacancies. 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.

Section 3. *Voting Rights of Officers.* The President of the Federation Board shall be a member of the Board with the right to vote only to break a tie. The President-Elect, Treasurer, and Vice President for Science Policy shall have full voting rights. The immediate past President and the Secretary shall be non-voting members of the Board.

Section 4. *Authority.* The Federation Board shall have responsibility for control and general management of all affairs of the Federation. Any member society or the Executive Director may refer matters to the Federation Board for its consideration. The Federation Board shall control and be responsible for all assets of the Federation, shall determine the annual Federation dues to be levied upon the member societies, and shall establish an annual budget after considering a proposed budget submitted by the Finance Committee.

Section 5. *Meetings.* The Federation Board shall meet at least two times per year in person and at such other times as shall be determined by the President. Other meetings of the Federation Board may be held by telephone conference or other appropriate means with such notice as the President deems appropriate. Each member of the Board of Directors shall attend, in person or by conference telephone, at least 50% of the Board meetings annually.

Section 6. *Quorum.* A quorum of the Federation Board shall consist of a majority of all the voting members of the Board, not including the President. The Federation Board may take such action or may authorize the President or the Executive Director to take such action as is approved by a majority of the Board members present and voting. To take action by written ballot, a majority vote of all voting Board members shall be required. Such ballot may be delivered to the Board members by any reasonable means.

Section 7. *Notice.* Written notice of any meetings of the Federation Board shall be sent to each

Board member before the date of the meeting by any reasonable means, including through electronic mail.

Section 8. *Relinquishment of the Chair.* When the President relinquishes the chair to participate in debate at a meeting of the Board of Directors, the chair shall pass temporarily to the immediate past President for the duration of that debate, and the President may participate in the debate and to the extent permitted under Article IV, Section 3, *Voting Rights of Officers.* If the immediate past President is not present, the chair shall pass temporarily to the President-Elect.

## **ARTICLE V. Officers**

Section 1. *President.* The President-Elect (See Article V. Section 2.) takes office as President immediately following his or her term as President-Elect on July 1. The President serves as Chair of the Federation Board, Chair and voting member of the Executive Committee, as a voting member of the Public Affairs Committee, and as an ex-officio, non-voting member of all other committees. The powers and duties of the President shall include the following: The President shall: (a) preside at meetings of the Federation Board; (b) approve the agenda for all meetings of the Federation Board; (c) preside at meetings of the Executive Committee of the Board and; (d) serve as the chief spokesperson for FASEB in representing FASEB policies to the public.

Section 2. *President-Elect.* That member of the Federation Board who will, in the following year, serve as President and Chair of the Federation Board, shall serve as President-Elect of the Federation. The President-Elect shall be elected annually by the Board from those directors serving on the Board and those who have served on the Board within the prior two (2) years. The President-Elect shall (a) attend meetings of the Board; (b) in the absence of the President, the President-Elect shall preside at meetings of the Board, [during which times the President-Elect shall vote only to break a tie]; and (c) serve as Chair and a voting member of the Public Affairs Committee.

Section 3. *Treasurer.* The Finance Committee shall nominate at least one of its members for the

position of Treasurer-Elect. After review of the nominees by the Executive Committee, the President shall recommend one nominee to the Federation Board for selection.

The Treasurer shall chair the Finance Committee and have a vote on that committee. The term of service will include one year as Treasurer-Elect followed by two years as Treasurer. The Treasurer-Elect attends meetings of the Board as a nonvoting member (if not a current director). The Treasurer-Elect attends meetings of the Finance Committee and shall have a vote. In the absence of the Treasurer, the Treasurer-Elect may preside at meetings of the Finance Committee. In the absence of both the Treasurer and the Treasurer-Elect, the President presides at meetings of the Finance Committee as a non-voting member. The Treasurer shall: (a) attend meetings of the Board and have a vote; (b) be responsible to the Federation Board for safeguarding the funds of the Federation; and (c) advise the Board concerning the propriety of fiscal practices with relation to established Federation policy and with relation to the policies of granting and taxing agencies.

Section 4. *Secretary.* The Executive Director of the Federation shall also be the Secretary of the corporation and shall be responsible for the archival records of the Federation. The Secretary shall give, or cause to be given, notice of the meetings of the Federation Board. The Secretary shall keep the minutes of the meetings of the Federation Board and any applicable committee meetings; shall see that the books, reports, statements and all other documents required by law are properly kept and filed; and shall perform such other duties as may be assigned from time to time by the President or by the Federation Board.

Section 5. *Vice President for Science Policy.* A Vice President-Elect for Science Policy shall be elected annually by the Board from those directors serving on the Board and those who have served on the Board within the prior two (2) years. The Board member so elected will serve a three-year term of service on the Board and on the Science Policy Committee (SPC). In the first year, the Vice President-elect for Science Policy shall be a non-voting member of the Board if not a member of the SPC. In the second year of the term, the Vice President for Science Policy shall serve as a voting member of the Board, and as the Chair of the SPC

as a non-voting member. In the third year of the term, the immediate past Vice President for Science Policy shall serve as a non-voting, ex officio member of the Board and as a voting member of the SPC. The duties and responsibilities of the Vice President for Science Policy include approving the agenda for SPC meetings; providing regular reports to the Board of Directors on the activities of the SPC; and, at the request of the President, serve as the spokesperson for the Federation on matters of science policy.

Section 6. *Immediate Past President.* The Immediate Past President shall serve as an Officer of the Federation, as a non-voting member of the Board as a nonvoting member of the Executive Committee, and as a voting member of the Public Affairs Committee.

Section 7. *Replacement of Society Representatives.* Should a representative appointed by a member society become an Officer of the Federation, that person shall no longer serve the member society as a representative, and therefore the member society may appoint a replacement to serve out the remainder of that term.

Section 8. *Simultaneous Terms.* No member may serve in two Officer positions simultaneously.

Section 9. *Vacancies in Officer Positions.* In the event that an Officer position, other than the Secretary, becomes vacant during the regular term, and in the case where these bylaws do not provide for succession, the Chair of the Board may appoint a member of the Board to assume the responsibilities of the vacant position for a two-month interim while the Board seeks to fill the position for the remainder of that term through an election. If the Secretary position becomes vacant, the Board must appoint an acting Secretary until the Secretary position can be filled through appointment.

Section 10. *Line of Succession.* In the event of the unavailability of the President, the line of succession for Chair of the Board is as follows: President-Elect, immediate Past President, Treasurer, and Vice President for Science Policy. In all cases the Chair will vote only to break a tie.

## **ARTICLE VI. *Appointed Officials***

*Executive Director.* The Executive Director is the Chief Executive Officer of the organization and shall be appointed by a two-thirds majority of the Federation Board. The Executive Director is responsible to the Federation Board, and shall perform such duties as assigned by the President or the Board.

The Executive Director is responsible to the President and Treasurer for the funds and securities of the Federation; shall submit to the Board, with the approval of the Treasurer, an annual audited statement of the financial status of the Federation; shall advise the Finance Committee on the preparation of an annual budget for approval by the Federation Board upon recommendation of the Finance Committee; shall perform negotiations with external entities on behalf of the Federation, and with the advice and consent of the Board; and shall provide financial oversight for all FASEB departments.

The Executive Director may represent the Federation on behalf of the President upon his or her authorization. The Executive Director shall be responsible for all Federation records, for the operation of the Federation office and its departments. The Executive Director shall be responsible for publications of the Federation. The Executive Director shall attend meetings of the Board, the Finance Committee and all other committees, but shall have no vote.

## **ARTICLE VII. *Committees and Representatives***

Section 1. *Establishment of Committees.* The Federation Board shall establish such committees and designate such representatives as desired, and receive their reports. Committees described in these bylaws shall be called Standing Committees. Other committees established by the Board shall be called Ordinary Committees. Ordinary Committees may be chartered for an indefinite period or may be *ad hoc*. Individual members of standing committees, ordinary committees, editorial boards, and representatives to other organizations shall be appointed by the Federation Board, approximately one-third of the members to be appointed each year.

Section 2. *Executive Committee.* There shall be

an Executive Committee consisting of the President, President-Elect, immediate Past President, Treasurer, Vice President for Science Policy, and the Secretary, who is the Executive Director.

All members of the Executive Committee, except for the Executive Director, are voting members. The Executive Director shall be a non-voting member. The Executive Committee may exercise the management authority of the Board of Directors in between meetings of the Board of Directors. The Executive Committee shall report to the Board of Directors.

Section 3. *Executive Officers Advisory Committee.* The Executive Director of the Federation and the Executive Officer of each of the member societies shall comprise the Executive Officers Advisory Committee. This Committee shall be chaired by the Executive Director of the Federation or in his/her absence by one of the society Executive Officers. The Committee shall be a standing committee of the Federation and meet on a regular basis. This Committee shall address items of mutual interest to the Federation and the member societies. Reports of the Committee meetings shall be presented to the Board by the recording secretary semi-annually. The recording secretary duties shall rotate among the Executive Officers of the Member Societies.

Section 4. *Finance Committee.* A Finance Committee shall be a standing committee of the Federation. The Committee shall consist of the Treasurer, Treasurer-Elect (when in effect), and at least six (6) additional members. The Federation Board shall appoint the Committee members for terms of three years each, and in making such appointments, the Federation Board shall consider nominations from the member societies and shall seek persons with financial experience. The Treasurer-Elect shall be selected as provided in Article V. Section 3. The President, President-Elect and Immediate Past President shall be ex officio, non-voting members of the Committee.

The Executive Director shall attend meetings of the Finance Committee but shall have no vote. It shall be the responsibility of the Finance Committee, in consultation with the Executive Director, to recommend an annual budget to the Federation Board, to safeguard the invested funds

of the Federation, to recommend an investment policy for the Federation, subject to approval by the Federation Board, and to perform all negotiations with duly authorized investment counselors, and in all other ways to assist the Treasurer.

Section 5. *Publications and Communications Committee.* There shall be a Publications and Communications Committee consisting of one member designated by each member society wishing to make such an appointment. The Executive Director will be a non-voting member and the Executive Officers of the member societies and the Editor-In-Chief of *The FASEB Journal* will be ex officio members without vote. It shall be the responsibility of the Publications and Communications Committee to have fiscal oversight of *The FASEB Journal*, to review the use of print and electronic media by FASEB departments in the discharge of their responsibilities, and to provide direct oversight for the Editor-In-Chief and Associate Editors of *The FASEB Journal*.

Section 6. *Other Committees.* FASEB shall establish and charter a Membership Committee, a Public Affairs Committee, and a Science Policy Committee.

#### **ARTICLE VIII. *Publications***

Section 1. *Official Publications.* The Federation Board may authorize publications and publication services.

Section 2. *Membership Directory.* A Membership Directory of Society Members shall be maintained by the Federation.

#### **ARTICLE IX. *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; except, however, that there shall be no indemnification in relation to

matters in which said person shall be adjudged guilty of a willful, criminal offense, negligence or misconduct in the performance of duty. 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; and (2) 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.

#### **ARTICLE X. *Amendments***

Unless the Articles of Incorporation require a greater number, the Bylaws may be amended by the Federation Board at any meeting of the Board for which there is a quorum, by vote of two-thirds of the members of the Board present and voting, provided that the Board shall have been advised of the substance of any proposed amendments in writing at least 60 days prior to such meeting of the Board, and provided further that the 60-day prior notification will not be required if all voting members of the Board vote unanimously to amend such Bylaw(s).

#### **ARTICLE XI. *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 shall be indicated by the Board.

#### **ARTICLE XII. *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 XIII. *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.

### **ARTICLE XIV. *Conflict of Interest***

Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board or a committee for recommendation, authorization, approval or ratification shall give a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract, transaction, or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

### **ARTICLE XV. *Nondiscrimination***

The officers, employees, and persons served by this corporation shall be selected in a non-discriminatory manner.