

Bylaws of Overseas Chinese Society for Microbiology

1.0 NAME and OFFICE LOCATION

- 1.1 The name of this Society shall be the Overseas Chinese Society for Microbiology, hereafter referred to as "SINO-Micro."
- 1.2 SINO-Micro is a non-political, non-sectarian, and not-for-profit organization registered in the State of Michigan as an IRS tax-exempt corporation.
- 1.3 The office of the Society shall be located in the City of Ann Arbor, MI
- 1.4 The Society may also have offices at such other places both within and without the State of Michigan as the Board of Directors may from time to time determine.

2.0 OBJECTIVES

- 2.1 The purposes for which the Society is formed and is to act are as follows: Any lawful purpose, including, but not limited to, the promotion of discovery, exchange, and dissemination of knowledge and ideas in the field of microbiology and professional growth and career development of overseas Chinese microbiologists, in two principal ways: facilitating interaction between members and interaction between members and microbiologists in China. SINO-Micro shall accomplish these objectives through meetings and symposia, dissemination of technical information, mentoring of students and young scholars, and participation in national and international research and educational programs.

3.0 MEMBERSHIP CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

- 3.1 SINO-MICRO membership shall include regular members, life members, affiliate members, and honorary members. A Membership Committee shall consist of all "eligible voting members" and shall approve and admit all new regular, life, and affiliate members and nominate honorary members.
- 3.2 A regular member of SINO-MICRO shall be an individual of Chinese Decent who presently holds a full-time faculty appointment, or a position deemed equivalent by the Membership Committee, in the field of Microbiology at a higher education institution in oversee. Regular members are entitled to all membership privileges, including voting, holding a SINO-MICRO office, and serving on a SINO-MICRO committee.
- 3.3 A life member of SINO-MICRO shall be an individual of Chinese decent who, at the time of remitting life membership dues, holds a full-time tenured faculty appointment in the field of Microbiology at a higher education institution in North America. Life members are entitled to all membership privileges even after retirement from their academic positions.
- 3.4 Honorary members shall be individuals of Chinese decent who have made significant contributions to microbiology. Honorary members shall be nominated by the Membership Committee and approved by the Board of Directors. Honorary members are entitled to all membership privileges.
- 3.5 An affiliate member of SINO-MICRO shall be (a) a graduate student or post-doctoral scholar of Chinese decent in the field of microbiology at a higher education institution in

North America, or (b) a professor or research scientist in the field of microbiology at a university outside North America. All affiliate membership requires the signed sponsorship of a regular, life, or honorary member. An affiliate member may not hold an office or vote but may serve on a SINO-MICRO committee.

- 3.6 The term "eligible voting members" shall include all regular, life, and honorary members in good standing, with each member having one vote.

4.0 MEMBERSHIP DUES

- 4.1 The membership year and fiscal year shall both be from January 1 to December 31.
- 4.2 The annual dues for the different types of membership shall be determined yearly by the Board of Directors.
- 4.3 Annual dues shall be remitted to the SINO-MICRO Treasurer and shall be payable within one (1) month; i.e., by January 31st.

5.0 ACTIVITIES OF MEMBERS

- 5.1. The Society encourages its members to conduct activities that are consistent with the goals of the Society. The Society also encourages members to inform the Society's President and Board of Directors, or other designated individuals, of any plans relevant to the goals of the Society which the members have in order for the Society to facilitate the implementation of those plans as appropriate and as otherwise determined by the Board of Directors. In any event, the Society will not be liable for any activity that has not been previously approved by the Board of Directors or the individual designated by the Board of Directors for such approval. The Society expects members that are planning any activity in the name of the Society to notify the Society of the plans in advance and to obtain the prior approval of the Society as set forth above, including any appropriate approval required from the President or any relevant committee.

6.0 BOARD OF DIRECTORS

- 6.1 The affairs of SINO-MICRO shall be supervised by a Board of Directors (hereafter designated as the Board) under such rules as the Board may determine, subject to the specific conditions of this Constitution.
- 6.2 A Board of Directors shall consist of a minimum of seven (7) and a maximum of eleven (11) Members. One-half (1/2) of the membership shall constitute a quorum (whether in person or when voting for Directors by mail or e-mail). However, at the first meeting of members, those present or otherwise voting shall be deemed a quorum.
- 6.3 The immediate past President of SINO-MICRO shall be the Chairperson of the Board.
- 6.4 Term of Directors: Each member of the Board of Directors shall commence immediately and automatically upon election to the Board of Directors and shall terminate immediately and automatically upon ceasing to be such director whether by resignation, removal, replacement, or expiration of term. At the first annual meeting of the Board of Directors, those chosen to serve on the Board of Directors shall serve a 2-year term. At the first meeting of the Board of Directors, the members selected for the Board of Directors shall serve until the first annual meeting and shall be eligible to be selected at the annual

meeting to continue on the Board of Directors. All elected Directors shall serve a two (2) year term. A Director may not serve for two (2) consecutive terms. A Director may be removed and replaced by a two-thirds (2/3) vote of the Board of Directors, followed by a two-thirds (2/3) vote of the membership. If a Director resigns, he/she may be replaced by majority vote of the Board of Directors.

6.5 The duties of the Board are as follows:

6.51 The Board shall be the representative of SINO-MICRO and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Constitution.

6.52 The Board shall receive all Committee reports and take action on recommendations made in these reports as necessary/appropriate.

6.53 The Board shall direct investments and spending of all SINO-MICRO funds, review and approve SINO-MICRO budgets, and make funds available for regular SINO-MICRO operation and for specific purposes. The Board, individually and collectively, shall not incur any unauthorized liability on behalf of SINO-MICRO.

6.6 A vacancy on the Board shall be filled for the un-expired term by the affirmative vote of a majority of the remaining Members of the Board at any Board meeting or by written ballot of the Board.

6.7 At least one (1) meeting of the Board shall be held each year on such day and at such place as the President may direct. Special meetings may be called at any time by the President, or in his/her absence by the President-Elect, or upon written request of at least half of the Board Members. Notice of all regular and special meetings of the Board shall be given by the Secretary to each Board Member at least ten (10) days in advance.

7.0 OFFICERS

7.1 The Officers of SINO-MICRO shall include President, President-Elect, Secretary, Communication Officer and Treasurer. The President-Elect shall be elected by the eligible voting members of SINO-MICRO and shall succeed the President at the end of his/her term. The other Officers shall be appointed by the President. The President-Elect, President, and immediate past President are Members of the Board by default.

7.2 Duties and Functions

7.2.1 The Officers shall have general supervision of the affairs of SINO-MICRO. They shall have the authority and shall exercise the powers and perform the duties specified by the Board.

7.2.2 The President shall be the chief officer of SINO-MICRO. He/she shall have general and active management of the business of SINO-MICRO and shall preside at all meetings.

7.2.3 The President-Elect shall assist the President in the performance of the duties and, in the absence of the President, shall act in place of the President.

7.2.4 The Secretary shall be responsible for communications within SINO-MICRO and for keeping of meeting minutes and other official documents.

- 7.2.5 The Communication Officer shall be responsible for external communications of SINO-MICRO affairs and for obtaining, editing, and preparing material for dissemination and publication on the SINO-MICRO web site.
- 7.2.6 The Treasurer shall be responsible for the finances of SINO-MICRO, including filing of tax returns, banking, reporting annual budgets, and keeping of financial records.
- 7.3 The term for all appointed Officers shall be no more than two (2) year in duration and shall end concurrently with the term of the President, on December 31st. An Officer may be re-appointed for an additional term by the next President. There is no set term limit for appointed Officers. An individual can only be appointed for one Office at a time.
- 7.4 Nominations for President-Elect for the following year shall be received and evaluated by a Nomination Committee, which shall be chaired by the immediate past President. The Nomination Committee shall prepare a list of nominees and submit the nominations to the Board for review.
- 7.5 The Secretary shall make up a ballot containing the names of candidates for President-Elect in alphabetical order and send it to all eligible voting members at least thirty (30) days prior to voting.
- 7.6 The President-Elect shall be elected by affirmative vote of a majority of the voting members of SINO-MICRO in good standing. Each eligible voting member may vote for only one candidate.
- 7.7 All ballot must be returned via electronic mail to the Secretary within ten (10) days of voting to be counted. The candidate receiving the highest number of votes shall be declared elected. In case of a tie, a run-off election, either at a meeting or by e-mail, will be held promptly to elect a new President-Elect.
- 7.8 In the case of a vacancy of an appointed Office, the President shall appoint a new Officer to fill that vacancy within thirty (30) days.

8.0 MEETINGS OF MEMBERS

- 8.1 SINO-MICRO shall hold an annual conference and/or business meeting, plus additional meetings as necessary, to accomplish its objectives. The time, location, and format of each conference or meeting shall be determined by the Board and notice thereof shall be sent to all SINO-MICRO members and posted on SINO-MICRO web site by the Communication Officer at least thirty (30) days in advance of an annual conference/meeting and at least ten (10) days in advance of other meetings.
- 8.2 Quorum for Meetings of Members: One-half (1/2) of the membership shall constitute a quorum (whether in person or when voting for Directors by mail or e-mail). However, at the first meeting of members, those present or otherwise voting shall be deemed a quorum.

9.0 MEETING OF DIRECTORS

- 9.1 Annual Meeting. Annual meetings for the election of Directors or for the transaction of any business that may come before the meeting shall be held every two (2) years or as

otherwise decided by the Board of Directors on a date designated by the Board of Directors. Such meetings shall be held at such place, within or without the State of Michigan, as may be fixed from time to time by the Board of Directors.

- 9.2 Special Meetings. Special meetings of the Directors for any purpose or purposes, in addition to the manner prescribed in Section 602 of the Michigan State Not-for-Profit Corporation Law, may be called by the president, the secretary/treasurer, or a majority of the Board of Directors and may be held at such time and place within or without the State of Michigan as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
- 9.3 Notice of Meetings. Written or printed notice of the annual meeting or of a special meeting stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting personally or by mail, by or at the direction of the president, the secretary/treasurer, or other persons qualified to call the meeting, to each member of the Board of Directors entitled to vote at such meeting. If any by-law regulating an impending election of Directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of Directors the by-law so adopted, amended, or repealed, together with a concise statement of changes made.
- 9.4 Limitation on Business at Special Meeting. The business transacted at any special meeting shall be limited to the purposes stated in the notice.
- 9.5 Waiver of Notice. Notwithstanding the foregoing, notice of meeting need not be given to any director who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any director at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.
- 9.6 Quorum. A simple majority of the Directors represented in person or by proxy, or by e-mail, shall constitute a quorum at all meetings for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting the Directors present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have transacted at the meeting as originally noticed.
- 9.7 Vote Required. All elections shall be determined by a plurality vote, and, except as otherwise provided by law, or the certificate of incorporation, all other matters shall be determined by vote of a majority of the Directors present or represented at such meeting, provided a quorum is present as defined in these by-laws.
- 9.8 Members Present at Director Meetings. Board of Director meetings shall be open to members, except any portion of Board meeting held in Executive session.

10.0 COMMITTEES

- 10.1 The President shall appoint chair (and vice chair if applicable) and members of standing and *ad hoc* committees on matters such as admission, nomination, directory, conference, and other affairs of SINO-MICRO.
- 10.2 The chair of each committee shall be a present member of SINO-MICRO in good standing. The chair shall have the right to attend Board meetings with full privilege of discussion on matters involving the work of the committee. The chair shall also designate the active members of the committee with the approval of the President. The chair shall have the right to establish subcommittees necessary to accomplish the committee's purpose.
- 10.3 All reports and recommendations of a committee shall be submitted to the Board for consideration and action as necessary.
- 10.4 All members of committees shall be present SINO-MICRO members in good standing.

11.0 AMENDMENTS OF CONSTITUTION AND BY-LAWS

Amendments to these Constitution and By-Laws may be made subject to the following:

- 11.1 Amendments may originate in the Board, through the Board, or on petition of a majority of qualified members of SINO-MICRO. The Secretary shall e-mail notice and complete text of an amendment on the instruction of the Board to each member at least fifteen (15) days before it is to be voted upon. Amendments may be voted upon at the annual meeting, at a special meeting, or by letter or email ballot.
- 11.2 A majority of affirmative votes of the total votes, cast either at a meeting or via e-mail ballot, shall be required for passage of an amendment.
- 11.3 Upon passage, amendments shall take effect immediately.
- 11.4 The Board can not make changes to the Constitution and Bylaws that change the Board composition and election, name, objectives, membership rights and privileges without the approval of the membership by a majority vote.

12.0 INDEMNIFICATION

- 12.1 The corporation may, by resolution of the Board, provide indemnification by the corporation of any and all of its Directors or former Directors against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the corporation, except in relation to matters as to which such Directors shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

13.0 AUDIT

- 13.1 Annual Audit. Each year in which the attorney general or any applicable laws or regulations impose the requirement of an audit or review of the books and accounts of the corporation by a certified public accountant, then and in that event such an audit or review will occur with the findings being reported in writing to the Board as soon as such

findings are available. The Board shall have the discretion in any given year to order and audit or review by a certified public accountant by resolution of the Board.

- 13.2 Salary to Personnel. The salaried personnel (if any) of the corporation shall be restricted to the executive director, and staff personnel within set budget limitations by the Board. Compensation to any persons other than those mentioned must receive prior approval of the Board.

14.0 DISPOSITION OF ASSETS UPON DISSOLUTION

- 14.1 In the event of dissolution of SINO-MICRO, the property and assets thereof, after providing for all obligations and liabilities of SINO-MICRO, shall then be disposed of exclusively for the purpose of SINO-MICRO, or to organizations with similar purposes and exempt from taxation under Section 501(c) (3) of the Internal Revenue Code, as shall be determined by the Board.