

BYLAWS OF THE NORTHERN CALIFORNIA SOCIETY FOR MICROSCOPY

Approved November 12, 2013, Amended April 17, 2014, Amended October 29, 2015

Article I. – NAME

This Association shall be the Northern California Society for Microscopy.

Article II. – PURPOSE

The purpose of this Association is to increase, to disseminate, and to promote interchange of knowledge of microscopy and its applications in Northern California.

Article III. – USE OF FUNDS

This Association shall use its funds only to accomplish the objects and purposes specified in Article II and no part of said funds shall inure, or be distributed, to the members of this Association. On dissolution, the funds of the Association shall be distributed to one or more regularly organized charitable organizations to be selected by the Board of Directors.

Article IV. – MEMBERSHIP

Section 1. Eligibility. Any person, Association, institution, agency or organization interested in microscopy shall be eligible for membership.

Section 2. Election. Membership shall be conferred by vote of the Board of Directors at its next Meeting after receipt of an application (including one year's dues); except in the case of Honorary Members, who shall be elected by the Society Membership after having been recommended by the Board of Directors.

Section 3. Classes of Members. All Members may vote, and shall be either:

- A. Regular Members, who may hold office;
- B. Student Members, defined as current bona-fide, full time students;
- C. Retired Members, defined as retired from full-time employment;
- D. Sustaining Members, who may designate two persons as Regular Members for the purposes holding office;
- E. Honorary Members, recognized for outstanding service to NCSM.

Section 4. Termination. Membership may be terminated for cause by a two-thirds vote of the Board of Directors, consistent with fair and reasonable investigation and proceedings. Failure by a Member to pay Dues by May 31 of the year in question shall automatically result in Termination, without additional proceedings.

Section 5. Dues. Dues shall be determined by the Board of Directors, and shall become payable on January 1 of each year.

Section 6. Dues Payment. Dues shall be payable by May 31 of the current calendar year.

Section 7. Membership Term. Membership shall run for one calendar year.

Article V. – MEETINGS OF THE SOCIETY

Section 1. The Annual Business Meeting will be held in conjunction with a Technical Meeting. There shall be a minimum of one Technical Meeting held each year. Other Special Meetings may be called by the Board of Directors or upon written application of ten or more Members, who state the purpose of the Special Meeting.

Section 2. The Board of Directors shall determine the time and place of Meetings, and shall notify the Membership thereof, by mail or email, at least 10 days in advance of each Meeting.

Section 3. Society business shall be transacted at the Annual Business Meeting or other Meetings, in the presence of a quorum, by majority vote of Members present, unless otherwise provided in these Bylaws. Ten percent of the Members shall constitute a quorum.

The Order of Business at the Annual Business Meeting shall be: A. Reading of the Minutes of the preceding Meeting. B. Report of the President. C. Report of the Treasurer. D. Reports of Committees. E. Other Business, including election of officers.

Article VI. – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the six elected Officers: The President, President-Elect, Immediate Past President, Secretary, Treasurer, Program Director.

Section 2. Powers. All corporate powers, except as otherwise provided in these Bylaws, shall be vested in the Board of Directors.

Section 3. Meetings. The Board of Directors shall meet at times and places determined by them; or by call of the President; or by call of the Secretary upon written application of four or more members of the Board, who shall state the purpose of the Meeting applied for. The Secretary shall notify the Board of Directors at least one week before each meeting.

Section 4. Business shall be transacted at the Board meetings, in the presence of a quorum, by majority vote of Board Members present, unless otherwise provided in these Bylaws. Three Board Members shall constitute a quorum.

Section 5. Terms of Office. The President-Elect shall serve one year as such, two years as President, and one year as immediate Past-President. The Treasurer, and Secretary shall be elected to terms of two years. The Program Director shall serve two years. No person may hold the same elected Office for more than two consecutive terms. Terms of Office shall begin at the conclusion of the Annual Business meeting.

Section 6. Vacancy. In the event any Office becomes vacant, the Board of Directors shall, at its next Meeting, elect an Officer to fill the vacancy until the next Annual Business Meeting, at which the Society Membership shall elect an officer to serve the remaining part (if any) of the

vacated term. The officers shall constitute the Board of Directors. If any member of the Board of Directors is absent from three consecutive Board of Directors meetings, the remaining members of the Board of Directors shall have the option of appointing a successor.

Section 7. Duties of Officers.

In addition to the duties commonly incident to office,

A. The **President** shall serve, ex officio, on all Committees except the Nomination Committee, The President shall conduct the business of the Society between Board of Directors meetings. The President shall represent the Society at the annual meeting of the Microscopy Society of America.

B. The **President-Elect** shall serve as Chair of the Program Committee and shall assist the President and substitute for that office in the occurrence of an absence.

C. The **Immediate Past President** - shall assist the President and Board of Directors Committees.

D. The **Treasurer** shall be custodian of the Society funds and shall account for them in accordance with accepted business practice. The Treasurer shall be responsible for the paying of the debts of the society; and the Treasurer's signature shall be authorized by the society as its legal financial representative. The Treasurer's records shall be examined annually by an internal audit committee chosen by the Board of Directors. A written report of the internal audit shall be presented to the Board of Directors and the membership at the meeting following the audit.

E. The **Program Director** - shall be responsible for organizing the various scientific activities of the Society. The Program Director shall not commit any funds of the Society unless authorized by the Board of Directors via an approved budget or as authorized by the President and Treasurer under conditions of exigency. The Program Director is responsible for the appointment of local arrangement committees.

Section 8. President's Advisory Committee.

Past Presidents of the Society, while not holding other Society Office, shall automatically become members of the President's Advisory Committee, so long as they maintain Membership in NCSM. The Committee shall serve in an advisory capacity only, and only when requested by the President, or other Officers of the Society. Committee Members shall not be members of the Board of Directors.

Article VII - Elections

In **January** of every other year the Board of Directors shall appoint three regular members to serve on the Nominating Committee with the Immediate Past-President, the President Elect, and the Secretary. The Secretary shall Chair the Nominating Committee. The Nominating Committee shall nominate two candidates for each officer position becoming vacant that year. In preparing the slate of nominees, due consideration will be given to the geographical area and field's of

interest represented by the membership of the Society and to the nominees' previous participation in the Society's affairs. The Secretary shall appoint a member of the Nominating Committee to ascertain the willingness of each nominee to serve if elected. The report of the Nominating Committee shall be announced to the regular membership by **February 1**.

Additional nominations may be initiated by the membership by a petition to the Secretary signed by a minimum of ten of the regular members. Such petitions must be received by the Secretary by **February 15**.

Ballots shall be emailed to the regular members in March and shall be accepted by the Secretary until **March 15**. The Secretary shall count the ballots and announce the results by email out to the membership.

The candidate receiving the largest number of votes for each office shall be elected. There shall be no runoffs. In the event of a tie vote, the outgoing officers and the Nominating Committee shall decide the winner. The new officers shall assume their duties at the conclusion of the annual meeting at which their election is announced.

Article VIII. – FISCAL YEAR

The Fiscal Year of the Association shall end on December 31.

Article IX. – AMENDMENTS

Proposed Amendments to these Bylaws may be made either by the Board of Directors or by petition of ten percent or more Members to the Secretary, at which time the proposers will direct the Secretary as to the manner of Balloting to be used. If the proposals are to be acted on at the Annual Business Meeting, they will be emailed to the Society Membership along with the notice of that Meeting. If the proposals are to be acted on by email ballot, the Secretary shall email the proposals and ballots to the Society Membership no later than two weeks after he/she receives them, and shall close the balloting thirty days after they are mailed. In either case, a two-thirds majority of those voting is required for passage; providing, however, in the case of an email ballot, that the number of ballots received is at least equal to a quorum, else the proposals will have failed.