

BYLAWS

MYCOSES STUDY GROUP EDUCATION AND RESEARCH CONSORTIUM

ARTICLE I NAME

The name of the organization shall be Mycoses Study Group Education and Research Consortium (MSGERC).

ARTICLE II MISSION/PURPOSE

This organization is dedicated to providing continuing medical education and scientific/medical thought leadership for evidence-based medicine in the diagnoses, prevention, treatment and maintenance of patients at risk for, or afflicted with, invasive fungal infections.

Our mission is to be a resource for the development, conduct, and interpretation of innovative investigations in clinical mycology, to provide effective live and enduring education in clinical mycology, and to promote development of the next generation of practitioners and investigators in this field.

ARTICLE III MEMBERSHIP

Section 1. Qualifications. Membership is open to all persons interested in mycoses and wishing to further the mission of the organization. A person shall be declared a member upon filing an application form and submitting the payment of the annual dues.

Section 2. Categories. There are four categories of membership (a-d below). All members in good standing, having paid their annual dues, are eligible to vote on organizational initiatives brought to the general membership, vote for officers and directors, and to nominate others to become officers and directors, and to serve on any committee, or as an officer or director, with the exception listed in d. below.

Section 3. Non-discrimination. There are no restrictions based upon residence, age, race or creed. If there is a doubt regarding the suitability of the applicant, the Executive Director will defer the application to the Board of Directors for a decision.

Categories of membership are:

a. Individual Academic/Clinical. Any person currently or previously working in an academic setting or clinical practice or consultation with an interest in clinical, educational, translational, or basic mycology.

b. Individual-Government. Any person currently or previously working in a Governmental organization with Mycology.

c. Current physician or investigator in training. Any current trainee or PhD candidate in a medical program, or international equivalent, with studies including those in clinical basic or transplant mycology. The fee for trainee membership will be offered at a reduced rate.

d. Individual - Industry. Any person working in mycology in a for-profit organization. An industry member shall have all membership rights as the other categories, except they may not serve on the Board of Directors, or as a committee chair, or vote on research and educational activities to avoid any appearance of conflict of interest.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors of the organization shall be made up of eligible members in good standing, elected by the membership, who are authorized to act as its governing agency. The Board shall be responsible to assuring compliance to these Bylaws, and for the fulfillment of attaining the organization's mission and goals.

Section 2. Composition. The Board of Directors of the organization shall be made up of officers and at least two Directors. Officers shall be: President, Immediate Past President, President-Elect, Secretary, and Treasurer. Other than the offices of President and Secretary, which must be held by separate individuals, other offices may be combined and held by one individual. The Treasurer of the Organization must reside within the United States. The Board shall be comprised of at least seven, and not more than 12, eligible members.

Section 3. Election. Elections shall occur annually, completed at least 30 days prior to the Biannual Meeting, or by September 1 during years in which there is no Biannual Meeting of until their successors are elected. Elections shall be governed by policies of the Nominations Committee.

Section 4. Term. All Officers and Directors will serve a two-year term, except for the 2016 election where the Treasurer shall serve for an initial three-year term to alternate the election years for the offices of Secretary and Treasurer. The offices of President, President-Elect, Treasurer, Secretary and four (4) Members-at-Large will be elected in 2016. Three additional Members-at-Large will be elected in 2017. Following this, the Immediate Past President position will be filled by the previous President, the President-elect will become the President, and all other officers will be elected at the conclusion of their two-year term. The President-Elect, Secretary, and four (4) Members-at-Large shall be elected in even numbered years. The Treasurer and four (4) Members-at-Large shall be elected in odd numbered years. No individual can serve as a Board member for more than four (4) consecutive terms. Once someone has served four consecutive terms on the Board, the individual must go off the Board and will be eligible to run for the Board of Directors again after one (1) full year off the Board.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors, with the exception of the office of President, may be filled for the remainder of the unexpired term by a majority vote of the remaining members of the Board of Directors or be left vacant until the next elections occur. The President-elect for the remainder of the unexpired term will automatically fill any vacancy occurring in the office of President.

Section 6. Executive Director. When deemed necessary by a majority of the Board of Directors, the Organization shall hire an Executive Director on either a consultant or contractual basis. The Executive Director of the Organization shall sit as a non-voting member on the Board of Directors and shall perform such duties as shall be assigned to them by the Board of Directors.

Section 7. Management Company. When deemed necessary by a majority of the Board of Directors, the Organization shall hire a Management Company on either a consultant or contractual basis. A representative of the Management Company shall sit as a non-voting member on the Board of Directors and shall perform such duties as shall be assigned to them by the Board of Directors.

Section 8. Removal of a Director from the Board of Directors. Any member of the Board of Directors may be removed by an affirmative vote of the 75% majority of board members provided it is determined to be in the best interest of the Organization. Members who miss 3 consecutive meetings (in person or teleconference) may be asked to resign from their post

ARTICLE V DUTIES OF OFFICERS

Section 1: The President shall:

- a. Serve as Chair of the Board of Directors
- b. Represent the MSGERC in organizations with which the MSGERC is affiliated
- c. Preside over the Biannual Meeting
- d. Plan the agenda and conduct the Business Meeting of the MSGERC at the Biannual Meeting
- e. Serve as ex officio on all Committees other than the Nominating Committee
- f. Appoint, after consultation and majority vote of the Board, Chairpersons for all MSGERC Standing Committees
- g. Establish Ad Hoc Committees and appoint chairs to these committees
- h. In consultation and majority vote of the Board, authorize any regional meetings which may be held under the auspices of the MSGERC
- i. After consultation and majority agreement of the Board, enter into or dissolve a contractual agreement with an Executive Director and/or management company
- j. After consultation and majority agreement of the Board, enter into other contractual agreements pertaining to the mission, goals, and activities of the MSGERC
- k. Perform other duties as consistent with the office of President

Section 2: The President-Elect shall:

- a. Perform the duties of the President in the absence or incapacity of the President
- b. Work closely with the Conference Chair to plan and organize the professional program for the Biannual Meeting

- c. Work closely with the Treasurer and paid staff to review current financial activities and to develop an operational budget for the upcoming year
- d. Other duties as consistent with the office of President-Elect

Section 3: The Immediate Past President shall:

- a. Serve as ex-officio on the Board of Directors
- b. Be available as an aide to the President and advisor to the Board

Section 4. The Secretary shall:

- a. Take roll call and verify that a quorum is present for all Board meetings
- b. Oversee the recording and official filing of minutes of the Board of Directors' meetings and the MSGERC's Business Meeting
- c. Distribute copies of all minutes to the Board of Directors for review and approval. When approved, make these minutes a part of the permanent MSGERC records
- d. Serve as custodian of records of the MSGERC other than those entrusted to the Treasurer
- e. Perform other duties consistent with the office of Secretary

Section 5. The Treasurer shall:

- a. Oversee all of the MSGERC's bank accounts and monetary repositories.
- b. Work closely with the Executive Director and management company to ensure compliance to all financial policies and procedures, which have been established for the MSGERC. If voted upon by the Board of Directors, the Treasurer shall allow such duties to be performed by the Executive Director or the Management Company, dependent upon circumstances. The Executive Director and/or the Management Company shall then provide monthly financial reports to the Treasurer for approval
- c. Review monthly, the financial reports of the MSGERC. Provide reports to the Board of Directors, and report on the MSGERC's finances at Board meetings
- d. Draft the annual budget and Conference budget with the advice of the President-Elect, Executive Director and management company, and present it to the Board of Directors for their approval and adoption
- e. Report on the MSGERC's finances at the Business Meeting at the Biannual Meeting
- f. Report any budgetary requests outside of the approved budget to the Executive Committee and the Board of Directors
- g. Make provision for the MSGERC's annual reviews or audits and open the MSGERC's books to audit on demand of the Board of Directors or its authorized agent
- h. Establish financial policies and procedures to facilitate the Duty of Care and fiduciary responsibilities of the Board of Directors in making financial decisions that are in the best interest of the MSGERC
- i. Perform other duties consistent with the office of Treasurer

Section 6. The Members-at-Large shall:

- a. Participate in all general Board of Director sessions, meetings, and calls

- b. Chair or co-chair one of the MSGERC's Committees
- c. Be actively involved in the strategic governance of the MSGERC
- d. Support the officers in carrying out their roles and responsibilities as necessary

ARTICLE VI MEETINGS

Section 1. A meeting of the general membership shall be held at least once each year. Such meetings shall occur in conjunction with a biannual conference of the Organization or during a similar time of year on the alternate years. The Board of Directors will determine the time and place of the general meeting of the membership. Additionally, special meetings of the Organization may be called at any other time and place as shall be selected by the Board of Directors.

Section 2. Notice of all meetings of the general membership shall be sent to all the members by electronic means at least thirty (30) days in advance of the meeting.

Section 3. For the purposes of conducting business, the members present shall constitute a quorum.

Section 4. Minutes of each meeting of the general membership shall be available through the Members Only section of the website.

ARTICLE VII ELECTIONS

Section 1. Frequency. Elections shall be held annually. The timing and terms of the elections are defined by the MSGERC's corresponding Nominating Committee policies and procedures.

Section 2. Medium. The annual Board of Directors election will take place by electronic portal, as permitted by laws of the MSGERC's State of Incorporation, Alabama. The medium must ensure security, validity, and confidentiality of the voting process, the verification of those members eligible to vote, and the anonymity of those casting a vote once deemed eligible.

Section 3. Eligibility to Vote. All dues-paying members in good standing two weeks prior to the distribution of the ballots are entitled to vote in the election. Payment qualifications and deadlines are confirmed in corresponding MSGERC policy.

Section 4. Tie Vote. In the case of a tie vote, each member of the Board of Directors shall participate in subsequent confidential electronic elections until the tie for the contested position is broken.

ARTICLE VIII COMMITTEES

Section 1. Standing committees are permanent committees charged with performing necessary functions of the MSGERC in a particular area. At a minimum, the standing committees of the MSGERC shall include: Scientific Steering Committee, Education Committee, and Nominating Committee.

- a. **Scientific Steering Committee** shall oversee and report to the Board of Directors on all scientific ventures supported by the Organization either with funding or personnel.
- b. **Education Committee** shall oversee and report to the Board of Directors on all educational ventures supported by the Organization either with funding or personnel.
- c. **Nominating Committee** shall prepare a slate of candidates for the elected offices of the Organization, submit this slate of candidates to the Board of Directors at least thirty (30) days in advance of the election.

Section 2. Special or ad hoc committees may be created to perform a specific function for a limited period of time.

ARTICLE IX DUES AND FINANCE

Section 1. The Society may maintain bank accounts and raise funds to conduct its matters of business, in accordance with U.S. Federal laws governing 501(c)(3) organizations.

Section 2. The Society shall have its accounts audited by a properly licensed independent public accounting firm as required by federal law.

Section 3. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 4. Fiscal Year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year, unless the Board of Directors shall provide to the contrary by resolution.

Section 5. Accounting Records. The Organization shall maintain or cause to be maintained accounting records of the business and affairs of the Organization, which records shall be open to inspection by the directors at all reasonable times.

Section 6. Membership Dues. Membership dues shall be set by the Board of Directors and be reviewed as necessary but at least once every two years. Any increase of more than 50% in any category will require a vote of the eligible membership.

ARTICLE X DISSOLUTION

Upon the dissolution of the Society, assets shall be distributed in one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as foresaid Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI PARLIAMENTARY AUTHORITY

The MSGERC, its Board, and its Committees agree to abide by the rules of procedures contained in the most recent edition of Robert's Rules of Order, Revised. These rules shall govern all MSGERC meetings, including Board meetings, Committee Meetings, Special Meetings, and Business Meetings, unless they are inconsistent with the Charter or Bylaws of the MSGERC, or in conflict with federal law or with the provisions of the Alabama Nonprofit laws.

ARTICLE XII INDEMNIFICATION

Section 1. To the extent allowed by law, if any legal action is taken when an Officer or Board member is working in their capacity as an Officer or Board member, the Organization may indemnify them for all fees, costs, and attorney fees associated with their defense, to the capacity of the Organization. Director and Officer's Insurance will be carried by the Organization.

ARTICLE XIII AMENDMENTS

Section 1. Review. These Bylaws shall be reviewed at least every 2 years by the Board of Directors or an assigned Committee and may be changed only by a vote of the eligible members. Suggested changes or amendments may be recommended by:

- The Board of Directors
- Ad Hoc or Bylaws Review Committee
- A group representing at least 10 dues-paying members

Section 2. Amendments. Amendments to these bylaws may be made as follows: proposed amendments shall be reviewed and voted on by the Board of Directors. If the recommended change is approved by two-thirds (2/3) vote of the Board, the amendment is reported to the entire membership by electronic means at least thirty (30) days prior to the time that a vote will occur.

Section 3. Ratification. Amendments shall become ratified by majority vote of at least 20% of eligible voting members.

Section 4. Voting. Voting on Bylaw changes and amendments may take place by electronic medium, as permitted by laws of the Organization's State of Incorporation, Alabama. The medium must ensure security, validity, and confidentiality of the voting process, the verification of those members eligible to vote, and the anonymity of those casting a vote once deemed eligible. The Organization's Secretary will determine the number of voting members required to achieve quorum for this process, which is 20% of those members eligible to vote two weeks prior to the distribution of the ballot.

AMENDMENT DATES

September, 2016