

**Mycoses Study Group Education and Research Consortium
BYLAWS
2023**

Article I

Name

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

Article II

Mission Purpose

The MSGERC provides continuing medical education, scientific, and medical thought leadership for evidence-based medicine in diagnoses, prevention, treatment, and maintenance of patients at risk for, or afflicted with, invasive fungal infections.

The MSGERC is a resource for development, conduct and interpretation of translational investigations in clinical mycology. To provide effective live and enduring education in clinical mycology. To promote the development of the next generation of practitioners and investigators in this field. To promote advocacy for the profession and to the patient populations.

Article III

Membership

Section 1: Qualifications

Membership is open to all persons interested in clinical and translational mycology who advocate to further the mission of the Organization. A person shall be accepted as a member upon review of a membership application, verification of scientific interest and background, and payment of the annual dues.

Section 2: Categories

There are six categories of membership. All members, excluding Industry 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, to serve on any committee or as an officer or director.

There are six (6) categories of membership:

- a) Individual Academic/Clinical/Basic – Any person currently or previously working in an academic setting, basic science, or clinical practice or consultation with an interest in clinical, educational, translational, or basic mycology. Those clinicians/investigators in clinical mycology residing in a low to middle income country qualify for an individual membership at a reduced rate.
- b) Individual Government – Any person currently or previously working in a Governmental organization with Mycology.
- c) Individual Early Career/Investigator in Training – Any current early career trainee, Fellow, or PhD candidate in a medical program, or international equivalent, with studies including those in clinical, basic or transplant mycology who are within 10 years of receiving their professional/academic terminal degree. The fee for early career membership will be offered at a reduced rate.
- d) Individual Retired Emeritus – A member in good standing for at least twenty years, who has retired, may apply to the MSGERC for election to Retired/Emeritus status. Emeritus members do not pay dues but have all rights and voting privileges.
- e) Low/Low-Middle Income Countries - A person who believes in the mission of the Organization who lives in a low or low middle income country as determined by the World Bank is eligible for membership at a waived or significantly reduced dues rate. Application may be made to the Executive Director for review.
- f) Individual Industry – Any person working primarily in a for-profit organization related to the field of Mycology must join under this membership category. An industry member may not serve on the Board of Directors, serve on Committees, or vote due to potential conflicts of interest.

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Section 3: Non-discrimination

There are no restrictions based upon residence, age, race, creed or sexual orientation.

Article IV

Board of Directors

Section 1: General Powers

The Board of Directors 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 for assuring compliance with these Bylaws, and for the fulfillment, of attaining the Organization's mission and goals.

Section 2: Composition

The Board of Directors shall be made up of Officers and at least two Directors. Officers shall be President, Immediate Past President, President-Elect, Secretary and Treasurer. Of the officer positions, the Secretary and Treasurer positions may be combined and held by one individual. The Treasurer must reside in the United States. The Board shall be comprised of at least seven, and not more than 13, eligible members.

Section 3: Election

Elections shall occur every other year, completed at least 30 days prior to the Biennial Meeting or 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. 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 by the membership for a two-year term.

No individual can serve as an Officer for more than four (4) consecutive terms, after which time, the member must remain off the Board for at least 1 year before being eligible for Board service.

Chairs of the Scientific, Education, Membership, Publication, and Early Career/Investigator-in-Training Committees, and a representative from a government entity will be invited to Board meetings but shall not have voting authority unless they are a Board Member.

Section 5: Vacancies

Any vacancy occurring on the Board of Directors, except for 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 election occurs. 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, 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 and shall still perform such duties as are assigned to them by the Board.

Section 7: Management Company

When deemed necessary by a majority of the Board, 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 and shall perform such duties as shall be assigned to them by the Board.

Section 8: Removal of a Director from the Board of Directors

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

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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 MSGERC is affiliated.
- c) Preside over the Biennial Meeting
- d) Plan the agenda and conduct the Business Meeting of the MSGERC at the Biennial 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 or dissolve a contractual agreement with an Executive Director and/or management company
- j) Authorize or enter into other contractual agreements pertaining to the mission, goals, activities of the MSGERC
- k) Perform other duties as a consistent with the office of the President

Section 2: The President-Elect shall:

- a) Perform duties of the President in the absence or incapacity of the President
- b) Work closely with the Biennial Meeting Chair to plan and organize the professional program.
- c) Collaborate closely with the Treasurer and paid staff to review current financial activities and to develop an operational budget for the upcoming year

Section 3: The Immediate-Past President shall

- a) Serve as ex-officio on the Board
- 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 process for recording and official filing of minutes of the Board meetings and the MSGERC's Business Meetings
- c) Work closely with the Executive Director and Management Company to ensure compliance with all recording policies and procedures of official business conducted by the Organization.
- d) If voted by the Board, the Secretary shall allow duties for minute-recording to be performed by the Executive Director or the Management Company. The Executive Director and /or the Management Company shall then provide monthly Board meeting minutes to the Secretary for review and approval
- e) Distribute copies of all minutes to the Board for review and approval. When approved, make these minutes a part of the permanent MSGERC records.
- f) Serve as custodian of records of the MSGERC other than those entrusted to the Treasurer
- g) Perform other duties consistent with the office of the Secretary

Section 5: The Treasurer shall

- a) Oversee all the MSGERC's bank accounts and monetary repositories
- b) Work closely with the Executive Director and management company to ensure compliance with all financial policies and procedures established by the Organization.
- c) If voted by the Board, the Treasurer shall allow 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.
- d) Review the financial reports monthly. Provide reports to the Board and reports on MSGERC's finances at Board Meetings.

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- e) Draft annual budget and Conference budget with the advice from the President-Elect, Executive Director, and Management Company. Present it to the Board for approval and adoption.
- f) Report on the MSGERC's finances at the Business Meeting at the Biennial Meeting
- g) Report any budgetary requests outside of the approved budget to the Executive Committee and the Board.
- h) Make provision for the MSGERC's reviews or audits and open the MSGERC's books to audit on demand of the Board or its authorized agent.
- i) Establish financial policies and procedures to facilitate the Duty of Care and fiduciary responsibilities of the Board in making financial decisions that are in the best interest of the MSGERC.
- j) Perform other duties consistent with the office of the Treasurer

Section 6: The Member at Large shall:

- a) Participate in all general Board of Director sessions, meetings, and calls.
- b) May 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 conducting their roles and responsibilities as necessary.

Article VI

Meetings

Section 1: A meeting of the general membership shall be held at least once every two years. Meetings occur in conjunction with a biennial conference of the Organization. The Board will determine the time and place of the general meeting of the membership. Additionally, special meetings may be called at any other time and place as selected by the Board.

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 conducting business, the members present shall constitute a quorum.

Section 4: Minutes of each meeting of the general membership shall be available to any dues-paying member upon request.

Article VII

Elections

Section 1: Frequency

Elections shall be held every other year. The timing and terms of the elections are defined by the MSGERC's corresponding Nominating Committee policies and procedures.

Section 2: Medium

The biennial Board 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 to those casting a vote once deemed eligible.

Section 3: Eligibility to Vote

Except Industry Members, all dues-paying members in good standing two weeks prior to the distribution of the ballots are entitled to vote in the election.

Section 4: Tie Vote

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

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Article VIII

Committees

Section 1: Standing Committees

Standing Committees are permanent committees created and charged with performing necessary functions of the MSGERC in a particular area. The chair of each Standing Committee will attend the Board Meeting as a non-voting member (unless they are also a Board member). At a minimum, the standing committees of the MSGERC include:

a) **Scientific Steering Committee**

The Scientific Steering Committee oversees and reports to the Board on all scientific ventures supported by the Organization with funding or personnel.

b) **Education Committee**

The Education Committee oversees and reports to the Board on all educational ventures supported by the Organization with funding or personnel.

Subcommittees include:

- a. Drfungus.org Advisory Board
- b. Patient Advocacy Committee
- c. Other subcommittees as deemed necessary by the Board

c) **Membership Committee**

The Membership Committee develops and oversees activities for membership recruitment, retention, engagement, communication, and awareness of the benefits being MSGERC member.

d) **Publication Committees**

The Publication Committee maintains the ongoing bibliography of the MSGERC and generates topics for white papers to document the group's contributions to clinical mycology.

e) **Early Career/Investigator-in-Training Committee**

The Early Career /Investigator-in-Training Committee oversees recruitment and engagement of members who are within 10 years of their professional/academic terminal degree. This committee provides networking, community building, professional development, and a platform for early career professionals to advocate for their interests within the MSGERC. The chair of the Early Career/Investigator-in-Training Committee must be an early/Investigator-In-training member.

Section 2: Special or Ad Hoc Committees

Special or Ad Hoc Committees are temporary committees created and charged with performing a specific task or function of the MSGERC in a particular area for a limited time. They are designated by the BOD and may include BOD members and/or general membership.

- a) **Biennial Meeting Committee** collaborates with the BOD to establish a meeting venue, dates, agenda, and fundraising for the meeting. Chaired by the President, President-Elect, and Past-President.
- b) **Nominating Committee** is chaired by the Immediate Past President and shall prepare a slate of candidates for the elected offices of the Organization and submit this slate of candidates to the Board at least thirty (30) days in advance of the election.
- c) **Bylaws Review Committee** shall review the MSGERC Bylaws at least every two years as described in Article XIII herein.
- d) Additional ad hoc committees as deemed necessary by the Board.

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Article IX

Dues and Finance

Section 1: The Organization 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 Organization shall have its accounts reviewed or audited by a properly licensed independent accountant or public accounting firm, as needed or required, by federal law of the United States.

Section 3: No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization 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 be on the first day of January and on the last day of December in each year unless the Board 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 always open to inspection by the Board of Directors or any member upon request.

Section 6: Membership Dues

Membership dues shall be set by the Board and reviewed 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 Organization, 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 Organization is located.

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 govern all 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 Laws or provisions of the Alabama Nonprofit laws.

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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. The Organization will carry Director and Officer's Insurance.

Article XIII

Amendments

Section 1: Review

These Bylaws shall be reviewed at least every 2 years by the Board or an assigned Committee. Suggested changes or amendments may be recommended by:

- The Board of Directors
- Ad Hoc 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. If the recommended change is approved by two-thirds (2/3) vote of the Board, the amendment shall be presented to the eligible voting membership by electronic means at least thirty (30) days prior to the times that a vote will occur.

Section 3: Ratification

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

Section 4: Voting

Voting on Bylaw changes and amendments may take place electronically, 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 Secretary shall 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 that ballot.

Official dates and approvals

Board Approval	May 2023
Membership Approval	August 2023
Approved	August 2023
Approved	March 2019
Approved	September 2016