

# **BYLAWS OF THE ASSOCIATION OF BIOCHEMISTRY EDUCATORS**

## **ARTICLE I. MISSION STATEMENT**

The purpose of the Association of Biochemistry Educators is to promote the critical foundational role of biochemistry in healthcare education, to foster innovation in biochemistry education, and to support the development and advancement of biochemistry educators.

## **ARTICLE II. MEMBERSHIP**

Section 1. There shall be (2) two classes of membership in the Association: Regular Membership and Emeritus Membership. Application for membership will be available through the Association website.

(a) Regular Members shall be educators (including administrators and faculty advisers) from accredited colleges, universities, healthcare professional schools (including, but not limited to medicine, dentistry, and pharmacy) or other organizations who participate in or have an interest in teaching biochemistry or related subjects to students in healthcare professional schools. Members' institutions should be either (1) organizations exempt from Federal income taxation under Section 115(a) of the Internal Revenue Code of 1954 or (2) organizations exempt from Federal income tax under Section 501(a) as organizations described in Section 501(c)(3) that also are not private foundations under Section 509(a)(1), (2), or (3) of said Code (or the corresponding provisions of any future United States Internal Revenue law). Members shall pay annual dues.

(b) An Emeritus member shall be a former member of the Association who has the designated status as retired or emeritus at their institution. Emeritus members are non-voting and cannot serve on the Board of Directors. Emeritus Membership in the Association is awarded by the Board at the request of the member. This distinction is offered to an active Association member in good standing retiring from an accredited institution of higher learning who wishes to remain active in the Association and who meets the following criteria: has maintained consistent, active Association membership and attended at least three Association conferences or has held a position on the Board. Emeritus Membership includes: free membership in the Association and half-price registration to one Association Conference. Newly approved Emeritus members will be acknowledged in the President's report at the biennial Conference.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be composed of the officers of the Association including the President, President-Elect, Secretary, and Treasurer, the voting *ex officio* member of the Past-President, and six (6) Members-at-Large, who are representatives of Regular Members of the Association. The Members-at-Large shall be elected before the biennial conference of the Association for staggered terms of four (4) years each so that at least one Member-at-Large shall be elected at each meeting. The Executive Director is a non-elected, non-voting *ex officio* member of the Board.

Section 2. In the event of a vacancy among the at-large elected representatives on the Board, the President with the approval of the majority of the remaining Board Members may designate by appointment a successor to serve until the next annual meeting of members at which time a successor shall be elected to complete the unexpired term. The President with the approval of the majority of the remaining Board Members is authorized at his/her own discretion to leave a vacancy unfilled until the next annual meeting of the members. In the event of a vacancy among the officers (excluding President and Past-President) of the Board, the Past-President shall call for nominations from the remaining Board to fill the vacancy for the remainder of the existing term. The remaining Board will elect a new officer from those nominated. In the event of a vacancy in the position of Past-President, the position may be filled by a former Past-President (beginning with the most recent eligible person) or remain unfilled at the discretion of the Board. A Board Member who ceases to be a biochemistry educator (as defined in Article II) shall be disqualified from continued service on the Board.

Section 3. The Board shall have authority to transact all business of the Association and establish all policy of the Association except that specifically reserved to the membership by resolution duly adopted at a meeting of members. When transacting business of the Association, each member of the Board shall act on his or her own best judgment in the interest of the Association as a whole. Members of the Board shall not be held personally liable for the obligations of the Association.

### **ARTICLE IV. OFFICERS AND *EX OFFICIO* MEMBERS**

Section 1. The Officers of the Association shall be elected by the Board members before the biennial conference of the Association. The officers shall be a President, a President-Elect, a Secretary, and a Treasurer. The duties of the officers shall generally be such as customarily apply to such positions, subject to any specific definitions made in the Articles of Incorporation or Bylaws.

Section 2. The President shall preside at the meetings of the Association, at

meetings of the Board, and at meetings of the Executive Committee (defined in Article V). The President shall also represent the Association on all matters of official business and shall be responsible for chairing the program committee of the biennial conference.

Section 3. The President-Elect shall serve two years in office and will succeed the President upon the closing of the biennial conference. In the event of the absence or disability of the President in connection with any duly called meeting of the Association, the Board, or the Executive Committee, the President-Elect shall preside. This individual shall also be responsible for co-chairing the program committee of the biennial conference. The President-Elect shall succeed to the office of President and serve as Acting President upon a premature vacancy in the office of President. This individual shall continue as President from the time of the subsequent biennial meeting to fulfill the original term defined for the President-Elect as stated above.

Section 4. The Secretary shall record the minutes for meetings of the Board and the Executive Committee and shall be responsible for the proper distribution of all required notices to the Board and Executive Committee. In particular, the Secretary shall provide a copy of all meeting minutes to the Executive Director for archival purposes and website posting.

Section 5. The Treasurer shall be Association's Chief Financial Officer and as such shall be responsible for the supervision of the financial affairs of the Association. The Treasurer shall also be responsible for proposing a yearly operating budget for the Association that is to be approved by the Board, the financial procedures of the Association including an annual audit of its books and records, maintaining tax-exempt status filings, and making recommendations to the Board regarding investments. The Treasurer shall also be responsible to convey key financial records, for storage purposes, to the Executive Director on a yearly basis.

Section 6. The Past-President is a voting *ex officio* member of the Board and shall be responsible for advising the Board of matters related to its function. The Past President is the individual who has most recently been succeeded as President.

Section 7. The Executive Director is a non-voting, non-elected *ex officio* member of the Board and shall be responsible for event planning for the biennial meeting, maintaining long-term storage of all organization records, both financial and otherwise, and for conveying information to members. This will include overseeing the website and website updates. The records will include financial records to be provided by the Treasurer on a yearly basis. The Executive Director is appointed by the President with the approval of a majority of the Board and is compensated as defined by the Memorandum of Understanding between

the two parties.

Section 8. All elected officers and *ex officio* Board Members of the Association shall serve for a term of two (2) years, upon the close of the biennial meeting at which they became officers until the close of the following biennial meeting. These individuals will serve without compensation, fee, or other payment.

## **ARTICLE V. COMMITTEES**

Section 1. There shall be an Executive Committee composed of the President, President-Elect, Secretary, Treasurer, Past President, and Executive Director. Two (2) members are *ex officio* members, the Past President (voting) and the Executive Director (non-voting).

The Executive Committee shall have full power and authority to handle ongoing business for the Board between Board meetings, but the Executive Committee shall report any actions taken to the Board at the Board meeting immediately following such actions. The Executive Committee will be chaired by the President and may also be used to prepare the agenda for full Board meetings.

Section 2. There shall be a Nominating Committee composed of three (3) current or past Board Members, including the outgoing past-president who shall serve as Chair. If the most recent past president is unable to serve, the request will go to the previous past-president, etc....The Nominating Committee will prepare a slate of candidates for all Member-at-Large vacancies on the Board of Directors. Nominations for all Board vacancies may also be sent into the nominating committee directly from the membership.

Section 3. There shall be a Membership Committee composed of 3 members including the President-Elect who shall serve as chair. In addition, the Executive Director will serve as an *ex-officio*, non-voting member. The mission of this committee will be to develop new outreach initiatives and increase membership, and to take action to do so including vetting and confirming pending new members.

Section 4. There shall be a Finance Committee composed of 3 members including the Treasurer who shall serve as chair. In addition, the past treasurer will be encouraged to participate on this committee along with another member. The duties of this committee will include but not be limited to pursue sponsorship for the biennial meeting, work with the Executive Director to set the registration fee for the biennial meeting, settle the accounts from the meeting, and prepare financial reports as necessary.

Section 5. The Board may, at its discretion, create standing committees or editorial Boards to implement programs and policies it has approved. The ABE

membership shall directly elect members of such committees or editorial Boards subject to approval by the Association Board. The President shall have the power and authority to create *ad hoc* committees from time to time for special functions or purposes.

## **ARTICLE VI. ELECTIONS**

Section 1. Nominations for Member-at-Large vacancies, shall be initiated by the Nominating Committee. Elections will be held before the biennial conferences (every two years).

Section 2. Each elected Member of the Board shall serve a term of four (4) years, which encompasses two (2) Association conferences. Terms will be staggered such that at least one member will rotate off after each conference. A departing Member may run for another term following a two-year hiatus from the Board. A Member may be granted an additional (2) two-year term if circumstances justify this (for example, in the succession of a current Board member to the President Elect and Presidency. The Past President is a non-elected term. Individual Board members may be removed by a two-thirds vote of the Board.

Section 3. A call for nominations for all Member-at-Large vacancies will be announced by electronic mail (e-mail) and on the website, at least 120 days prior to the scheduled first day of the biennial conference. Each candidate shall send to the Nominating Committee, via e-mail, a paragraph of not more than 250 words explaining their interest in being elected to the Board. These paragraphs will be posted on the Website no later than ninety (90) days prior to that year's Association conference.

Section 4. Nominations for all Member-at-Large vacancies may be solicited by the Nomination Committee or be sent in directly from the membership to the Nominating Committee. The election will take place by electronic survey of Association members no later than sixty (60) days prior to that year's Association meeting and remain open for two (2) weeks. The results will be announced via website and newsletter approximately thirty (30) days prior to that year's Association meeting. Election results will be posted on the Association website before the conference.

Section 5. The Officers of the association (President-Elect, Secretary and Treasurer) shall be elected by a majority vote of the Board by electronic vote two (2) weeks prior to that year's Association meeting. Only members of the new Board will be eligible to run for office. The newly elected officers will be announced to the membership at the opening session and assume their duties upon the close of that meeting. Officers serve a two-year term of office. An Officer may be elected to a different position on the Executive Committee immediately following his/her current term. There is no limit on the number of

times an individual may serve as an Officer. Officers may be removed by a two-thirds vote of the Board.

## **ARTICLE VII. MEETINGS**

The Association is authorized to hold scientific and educational meetings.

Section 1. A meeting of the members will convene at least once every other year (biennially) at a time and place to be determined by the Board. The Association members may meet more often upon call by the Board or if requested in writing by ten (10) percent or more of the Association membership. Sixty (60) days notice of all regular meetings and the biennial meeting shall be given in writing. Thirty (30) days written notice shall be given for all special meetings of the members. Ten (10) percent of the Association membership shall constitute a quorum at any duly authorized meeting. Each member in attendance shall have one vote.

Section 2. The President, or his/her duly appointed representative shall present a "state of the Association" address at the biennial meeting. The Treasurer, or his/her duly appointed representative shall present a financial report of the Association at the biennial meeting.

Section 3. Meetings of the Board or of other committees within the Association may be held at any time on call of the President or the Chair of the committee, or at the request of one-third (1/3) of the Board or committee members. A quorum in any of these meetings shall be a majority of the voting Board or committee members.

Section 4. Notice of the meetings of the Board shall be made in writing by the President or Secretary to all Board members at least two (2) weeks in advance, stating the time, place, and purpose. The requirement for such notices may be waived by approval of a majority of the members of the Board.

Section 5. At all meetings of the Association or of the Board, the act of the majority of the members present and voting shall be the act of the Association or of the Board unless the concurrence of a greater proportion of members is required by the Articles of Incorporation or Bylaws.

Section 6. No proposal can be brought to a vote at a biennial meeting or special meeting of the members unless it has been approved by the Board or unless it has been endorsed by five (5) Regular Members of the Association who are in good standing. The Secretary may include the substance of any such proposal in the written notice of said meeting, or the Secretary may submit separately such proposals in writing to the meeting participants.

Section 7. Robert's Rules of Order, latest edition, shall govern all meetings.



## **ARTICLE VIII – DUES AND ASSESSMENTS**

All fiscal affairs of the Association shall be conducted on the basis of the calendar year. The Board may determine from time to time the amount of an initiation fee, if any, annual dues, and special assessments for designated purposes payable to the Association by members.

No special assessment shall be effective until a proposal for such special assessment has been submitted to the membership and approved by a majority of the votes cast, by written or electronic ballot, in a referendum of the membership held in accordance with this Article.

## **ARTICLE IX. GENERAL PROVISIONS**

Section 1. The Association's fiscal year shall end December 31.

Section 2. No action of the Association is to be construed as committing any member to the position of the Association on any issue.

Section 3. The principal office of the Association shall be located in the State of Florida. The Association may establish and maintain other offices in any of the States, territories, or possessions of the United States, and in such place as may from time to time be approved by the Board.

Section 4. The annual dues for each class of membership shall be determined by the Board.

Section 5. Upon the dissolution or other termination of the society, no part of the property of the society nor any of the proceeds thereof shall be distributed to, or inure to the benefit of any of the members, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed to such organization or organizations qualified under Section 501(c) 3 of the Internal Revenue Code, or its successor provision, for the benefit of the enhancement of medical and scientific education and research, as the officers and Board of Directors shall direct, excluding private foundations.

Section 6. The Executive Director shall be responsible for maintaining all society records for use by the Treasurer, Secretary and Board members and officers, and when needed for tax purposes and otherwise. The records will include but will not be limited to tax records, treasurers' records, society correspondence, meeting minutes, membership database information, bank account records, etc.

## ARTICLE X. AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board provided that notice of the proposed amendment has been posted to the Board for consideration prior to said meeting. The Board shall report any adopted amendments to the Association membership at the first Association meeting after adoption by the Board.

Section 2. Amendments may be initiated by individual members of the Board or by a petition to the Board signed by ten (10) percent of the members of the Association.

## ARTICLE XI. DISSOLUTION

Section 1. Dissolution of the Association for any cause shall be initiated by the individual members of the Board or by a petition to the Board signed by twenty (20) percent of the members of the Association. Such motion or petition must be approved by a two-thirds (2/3) majority of the Board, must then be discussed at a subsequent business meeting of the Association and must be finally ratified in an electronic ballot by two-thirds (2/3) of the members of the Association voting.

Section 2. Dissolution must be in accordance with the applicable regulations of the Internal Revenue Code, Form 966, or any amendments or additional thereto, as well as the Florida Non-Profit Corporation Act.

Section 3. All funds and other assets of the Association, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor organization which has among its principal purposes the encouragement, development and dissemination of knowledge in the biochemistry sciences and has qualified as an exempt organization under Section 510 of the IRS Code, or any amendments or additional thereto. Such activities need not be the only purpose of the successor organization.

Section 4. The selection of the successor organization must be approved by a two-thirds (2/3) vote of the Board and named in the minutes of the Board and its Articles of Dissolution, but need not be named in the motion or petition for dissolution.

Bylaws adopted on May 17, 2016, by the Association Board of Directors.



Eric Niederhoffer, PhD

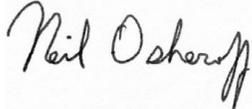


Susan Cline, PhD

President 2016



Jana Simmons, PhD  
Secretary 2016



Neil Osheroff, PhD  
Past President 2016



Emine Abali, PhD  
Member-at-Large 2016



Joe Fontes, PhD  
Member-at-Large 2016



David Pearson, PhD  
Member-at-Large 2016



Clive Slaughter, PhD  
Member-at-Large 2016

President-Elect 2016



Alan Diekman, PhD  
Treasurer 2016



David Franklin, PhD  
Information Manager 2016



Robert Bateman, PhD  
Member-at-Large 201



Janet Lindsley, PhD  
Member-at-Large 2016



Peter Rubenstein, PhD  
Member-at-Large 2016

*Amended May 7, 2017*  
**Amended August 28, 2020**