

Our Statutes

Society for Microbial Ecology and Disease

A. CONSTITUTION

ARTICLE I. NAME

The organization shall be called the Society for Microbial Ecology and Disease, hereinafter referred to as SOMED.

ARTICLE II. PURPOSES

The Society is formed exclusively for the following literary, education and scientific purposes:

1. To promote scientific knowledge and encourage research and technology in the field of microbial ecology and its relation to diseases.
2. To disseminate information relative to this field.
3. To unify the efforts of those concerned with the field.
4. To cooperate with national and international organizations concerned with the field of microbial ecology and disease and related biomedical and biological sciences; and
5. To hold and sponsor scientific meetings at frequent intervals to expedite the afore mentioned objectives.

ARTICLE III. EXECUTIVE COUNCIL

Section 1. The business and activities of the Association shall be managed by an elected **Executive Council**. This Executive Council shall consist of nine (9) members, including the President Elect, Immediate Past President, the Secretary, the Treasurer and five (5) Councilors. Chairpersons of standing or ad hoc committees and Editor of Microbial Ecology in Health and Disease, the official Society journal, who are not elected members of the Executive Council may attend Executive Council meetings in an ex officio capacity only. Candidates for the Executive Council from the active membership shall be nominated by the Nominating committee at an Executive meeting and shall be elected by an electronic email ballot from the active membership at large. After the election has been completed, all members shall begin their terms on March 1 of the succeeding year. The President Elect, will serve a maximum of two (2) terms of two (2) years each, so that the maximum total presidency service is four (4) years. The Secretary and the Treasurer will serve for four (4) years and may be re-elected for another two (2) year term. Councilors shall serve one (1) term of four (4) years each, and may not be re-elected to a second four-year term until at least four (4) years have elapsed since completion of the term.

Section 2. Five (5) of the nine (9) voting members of the Executive Council shall constitute a quorum in order to transact business. In the event of a tie vote, the President will be able to cast a tie-breaking vote. When, at the discretion of the President, the Executive Council transacts business by mail, the same number shall constitute a quorum, provided reasonable time is allowed for the participation of the Executive Council members in the business under consideration.

Section 3. Vacancies occurring on the Executive Council

shall be filled by appointment until the next election, by the affirmative vote of a majority of the Executive Council members then in office.

Section 4. The Executive Council shall: a) determine specific issues of general policy upon which the entire membership may be polled; b) handle day to day business; c) establish the dues of the Society. The Executive Council shall meet preceding the regular meetings of the Society. Special meetings of the Society. Special meetings may be called by the President or upon request by a majority of the Executive Council members as business dictates.

Section 5. Written notice of the time and place of an Executive Council meeting and the agenda for the meeting shall be sent to each member of the Executive Council not less than fifteen **(15) days before** the meeting at the direction of the President.

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Membership. The society shall consist of active members, associate members, corporate members, and emeritus members.

Section 2. Active Members. Any person interested in intestinal microbial ecology and its relation to health and disease shall be eligible for election to membership.

Section 3. Associate Members. Associate members shall pay lesser dues than full members and shall have all the privileges of members except that they may not vote, hold office, or sponsor a nonmember paper.

The category of associate member shall be limited to the following:

a. Graduate and professional students

b. Post - doctoral fellows

c. Undergraduate students of biological and medical sciences

Section 4. Corporate Members. Any business organization or corporation interested in advancing the objectives of the Society shall be eligible for election to corporate membership. A corporate member is entitled to two (2) active memberships.

Section 5. Emeritus Members. An active member of the Society may become an emeritus member upon retirement. An emeritus member shall have all the privileges of active membership, but shall be relieved of financial obligations to the Society. The members emeritus may not hold office on the Board of Directors except as Immediate Past President.

Section 6. Charter Members. All active and corporate members accepted into the Society by the time of the organizational business meeting (November 14, 1983) shall be considered Charter Members.

Section 7. Annual Dues. Annual dues for each class of membership shall be established by majority vote of those members present at the Executive Council meeting, a quorum (see Article IV, Section 2) being present, subject to approval by majority vote of the members present at the business meeting. A majority vote, when used in this constitution and these Bylaws, means a majority (one half plus one) of the votes cast, ignoring blanks, at a legal

meeting, a quorum being present.

Section 8. Arrears of Dues. Membership may be terminated by the Executive Council for failure to pay dues for three (3) successive years. The Treasurer of the Society will have the responsibility to inform the Executive Council and the delinquent member of such delinquency. The Executive Council may reinstate a member if the indebtedness is paid; they may also waive the indebtedness under extenuating circumstances.

Section 9. Dismissal of a Member. A two-thirds majority of the Executive Council may institute proceedings to dismiss a member for conduct injurious to the Society to contrary to the best interests of the Society. The member shall be notified in writing of the reasons for such a decision. The member shall be allowed a reasonable time for the presentation of defense before the Executive Council. The Executive Council, after having allowed the accused member the opportunity for a defense, shall vote on the dismissal. A two-thirds majority of the Executive Council shall be required to dismiss the member.

Section 10. Selection of Members. Applications for active, associate or corporate membership must be sent to the Secretary. Applications for associate membership must be co-signed by the applicant's mentor or research director. Final approval of all applicants must be made formally by the Executive Council; this may be done either by mail or at an Executive Council meeting.

ARTICLE V. OFFICERS

Section 1. The officers of the Society shall be President Elect (President), Secretary, Treasurer and other officers

designated by the Executive Council. The President Elect (President) shall be elected every two (2) years from the active membership to serve for two (2) terms of two (2) years each as President Elect (President) and Immediate Past President, respectively. The Secretary and the Treasurer shall be elected by the active membership for four (4) year terms and may be re-elected for another two (2) year term. The President Elect of the Society shall become President at the end of the current President's term of office. Should the post President become vacant for any cause, the President Elect shall assume the post of President and serve the remainder of the term as Acting President, and shall remain eligible to be elected President by the Executive Council. A vacancy in the office of Secretary or Treasurer shall be filled by an election of the Executive Council. To be elected to fill a vacancy, a candidate shall receive a majority vote from the Executive Council.

Section 2. President. The President shall be the principal executive officer of the Society and the Executive Council, and shall perform such duties as custom and parliamentary procedure may require. The President shall appoint all committees, and responsibility to promote the aims of the Society and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be in the name of the President, or the Secretary with the President's approval.

Section 3. Secretary. The Secretary shall record the minutes of meetings of the Society and of the Executive Council, and care for all records, papers, and documents belonging to the Society. The Secretary shall receive applications for membership. The Secretary shall notify each member of the Society as to the time and place of the biannual meetings, and notify each member of the Executive

Council regarding time and place of Executive Council meetings, and shall compile and keep current the official list of members of the Society, noting the correct name and address of each, and shall send a copy of the Constitution and Bylaws to each member of the Society.

Section 4. Treasurer. The Treasurer shall collect dues as fixed by the Executive Council, shall be responsible for the safe-keeping and disbursement of funds, shall keep accounts and receive all dues and monies belonging to the Society, and shall pay out the same on order of the President. The Treasurer shall render to the officers and councillors whenever they may so require an account of all transactions and the financial condition of the Society and shall submit an annual report to the Executive Council for distribution to the active members.

Section 5. Removal of Officers and Executive Council Members. The Executive Council shall have the right to remove any officer for conduct injurious to the Society or contrary to the best interests of the Society at any time a majority vote of the nonaccused members of the Executive Council. The accused individual shall be given an opportunity for a hearing before the council. To remove an officer or an Executive Council member shall require the concurrence of two-thirds of the remaining nonaccused members of the Executive Council.

ARTICLE VI. COMMITTEES

Section 1. The President shall be entitled to create such committees as may be deemed to be in the best interests of the Society, and shall appoint chairpersons of these committees to serve coincident with the Presidential term.

Section 2. Nominating Committee. A) The Nominating Committee shall consist of three (3) members, including a Chairperson, that are not currently serving on the Executive Council. They will be appointed by the President within one (1) month after his/her assumption of office. The term of office of members of the Nominating Committee shall be two (2) years. (Amendment adopted August 15, 1988). b) The Committee shall solicit nominations from the membership and prepare an official ballot for election to the offices to be vacated. c) The Nominating Committee shall prepare the final official ballot and transmit it to the Secretary of the Society before ensuing meeting. The Secretary shall present the ballot to the Executive Council at the regular meeting and then distribute the ballots by e-mail. The members shall return the ballots by postal mail or e-mail. The election shall be concluded fifteen (15) days after the ballots are emailed. The final tally shall be communicated to the President who shall announce the results of the election in the next general emailing to the Society.

Section 3. Program Committee. The Program Committee shall consist at least of a chairperson, who is the host of the next Society meeting plus the President, complemented by invited non-member experts.

Section 4. Publications Committee. The Publications Committee will consist of five (5) persons, including a chairperson, plus the President, Secretary, Treasurer, and Program Chairperson.

Section 5. Liaison Representatives. The President shall appoint a member or members to act in a liaison capacity between the Society and any other association as the circumstances demand. This appointment shall be mutually agreeable to both organizations. The Liaison

Representatives shall report to the President.

ARTICLE VII. MEETINGS AND VOTING

Section 1. The biannual business meeting of the Society shall be held preceding or during the scientific meeting of the Society. Special meetings may be held as the Executive Council or President may determine necessary. The agenda for meetings of the Society shall be the reading of the minutes of the previous meeting, consideration of reports of committees, old business, and new business.

Section 2. Each active member of the Society shall have the right to vote on any question to be considered at the biannual business meeting of the Society. A majority of the members present at the regular business meeting shall decide any question put before the meeting.

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the society, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Society exclusively for the purposes of the Society or to other organization or organizations functioning under the French laws, country in which the Society is registered.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the Articles of Incorporation may be proposed and submitted to the Secretary in writing by a member of the Executive Council or by a petition signed by ten (10) active members of the Society. The proposed amendment shall be emailed to each Executive Council

member not less than fourteen (14) days prior to the meeting of the Executive Council at which the amendment is to be considered. A majority vote of the Executive Council members present at the meeting shall be required for submission to the general membership for approval by email or at the next biannual meeting. A two-thirds (2/3) vote of the membership casting ballots shall be required for adoption of a proposed amendment. An amendment shall become effective immediately upon adoption unless a later time is designated.

ARTICLE X. PROCEDURE

Procedure and other items not specified in the Articles of Incorporation or in the Bylaws or by action of the Council shall be in accordance with "Robert's Rules of Order Revised".

ARTICLE XI. FUNCTIONNING

Section 1. The fiscal year of the Society shall normally run from January 1 of a particular year to December 31 of the following calendar year.

Section 2. The Executive Council may adopt a seal for the Society in such form as it deems appropriate.

Section 3. The Executive Council shall determine the number, times, and places of the regular meetings of the Society. One of these meetings shall be designated as the biannual meeting.

Section 4. The Executive Council may transact and vote by email on any business that cannot be conveniently transacted at the meeting.

Section 5. No part of the assets of the Society shall be applied to the benefit of, or be distributable to, its members, 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 Article II hereof.

Section 6. No substantial part of the activities of the Society shall be the verbal or written distribution of propaganda, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 7. The Society is not responsible for statements and opinions advanced by individuals in papers or discussions at its meetings.

Section 8. Affiliated Associations. Formally constituted international, national or regional associations whose aims are consistent with those of the Society may, upon application to the Executive Council and upon such terms as it shall deem appropriate, be designated by the execution of an agreement with such an association recognizing such designation and containing such other terms as it shall approve.

Section 9. Notwithstanding any other provision of these Statutes, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax.

Section 10. The Executive Council shall present at the biannual meeting of the active members and file with the minutes thereof a report of the Society's activities, including financial summary.

Section 11. The Bylaws of the Society may be amended by a majority vote of those present at the biannual business meeting of the Society providing such amendments have been sent to the members prior to such meeting