



ASMB

American Society for Matrix Biology

BYLAWS

ARTICLE I. *PURPOSE*

The purpose of the Society is to promote and develop studies in the field of matrix biology and to publicize research in the field among researchers and the public. This field includes the structure and function of components of the extracellular matrix, the interactions of these components with cells, the consequences of these interactions for intracellular signaling mechanisms and gene expression, the orderly progression of these processes during embryonic and post-natal development, and the disruption of these processes in hereditary and acquired diseases of animals and humans. The field of matrix biology is also relevant to the clinical disciplines of oncology, orthopedics, rheumatology, and dermatology, and to areas of bioengineering that are concerned with implanted or extracorporeal biomedical devices.

ARTICLE II. *MEMBERS*

Section 1. *Qualifications and Dues.* Membership shall be open to individuals who have educational or research experience in the field of matrix biology or an allied field and other interested members of the public. Members must pay dues and meet such other qualifications as set by the Council.

Section 2. *Meetings of the Members.*

2.1 The annual business meeting of the members shall be held during the biennial meeting or at such other time and place as the Council may select for the purpose of any society business the council deems appropriate.

2.2 Special meeting of the members may be called by the President or by one-third of the members of the Council.

Section 3. *Notice of Meetings.* Written notice stating the place, day and hour of any meeting of the members shall be sent to all members by email or by publication not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, the Secretary or by the persons calling the meeting. The purpose(s) for which the meeting is called shall be stated in the notice.

Section 4. *Membership Voting.* Each member shall have one vote. There shall not be cumulative voting in the election of Council Members. When a quorum is present, the vote of a majority of the voting members present shall decide any matter voted on by the members, except where a larger vote is required by law, the Articles of Incorporation or these bylaws. The election of Council Members, at the discretion of the Council, may be conducted by mail.

Section 5. *Quorum.* Ten percent (10%) of the total membership shall constitute a quorum at any meeting of the membership.

Section 6. *Proxies.* A member may vote in person or by proxy executed in writing. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE III. COUNCIL MEMBERS

Section 1. *Powers.* The affairs of the corporation shall be managed by a Council.

Section 2. *Number and Election.* The Council shall consist of not less than five members nor more than twenty members, however, the Council, shall, by resolution, from time to time set the number of Council Members. Council Members shall be elected from nominations made by the Nominating Committee at the end of each year to fill positions opened for the next year's term. Once the slate is approved by the board, elections will be held of the general membership either by mail ballot or electronic ballot.

Section 3. *Term of Office.* Each Council Member shall hold office for a term of four years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death. Terms shall be staggered such that approximately one-fourth (ie 3) of the Council Members will be elected each year.

Section 4. *Resignation or Removal.* Any Council Member, by notice in writing to the Council, may resign at any time. Any Council Member may be removed from office without assigning any cause at a meeting of the Council by a vote of two-thirds of the other Council Members. Any Council Member whose actions and/or statements demonstrate positions contrary to the goals and purposes of the corporation shall be considered for removal.

Section 5. *Vacancies.* A vacancy on the Council may be temporarily filled at a meeting of the Council by a majority vote of the remaining Council Members. In filling a vacancy special attention should be given to ensure the diversity requirements of the Council set forth in Section 2 above must be followed. A Council Member so elected shall hold office for the term of his or her predecessor in office.

Section 6. *Quorum.* Except with respect to the filling of a vacancy in the Council, a majority of the whole authorized number of Council Members shall constitute a quorum for the transaction of business at any meeting of the Councils.

Section 7. *Meetings of Council Members.* The Annual Meeting of the Council shall be held in conjunction with the biennial meeting of the membership. On alternate years when there is no meeting of the general membership, a Council meeting will be held in the fall. This meeting may be held at a singular location or via teleconference at the discretion of the President. Additionally, regular meetings shall be scheduled as frequently as necessary to effectively carry on the business of the corporation. Special meetings of the Council may be called by the President, the Vice President or no less than one-third of the Council Members, by giving written notice to all Council Members at least three days and not more than thirty days in advance of such meeting. The notice for special meetings shall include notice of the business to be discussed at the meeting.

Section 8. *Notice of Meetings of Council.* Notice of the date, time and place of meetings of the Council shall be given by, or at the direction of, the Secretary or the person or persons calling the meeting via first class mail or electronic facsimile not less than three days in advance nor more than thirty (30) days in advance.

Section 9. *Meetings Held Through Communications Equipment.* Meetings of the Council or any committee of the Council may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at such a meeting.

Section 10. *Manner of Acting.* The act of two-thirds of the Council Members present at a meeting at which a quorum is present shall be the act of the Council, except in instances where these Bylaws or State law shall conflict. No vote shall be taken on a substantive matter before the Council until at least two attempts at the meeting have been made to reach consensus on such matter.

Section 11. *Action By Council Members Without A Meeting.* Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Council Members. Any such written consent shall be inserted in the minute book as if it were the minutes of a Council Meeting.

Section 12. *Compensation.* The Council Members of the Corporation shall serve as such without salary, but the Council may authorize the payment by the Corporation of the reasonable expenses incurred by the Council Members in the performance of their duties and of reasonable compensation for special services rendered by any Council Member.

ARTICLE IV. *OFFICERS*

Section 1. *Number.* The officers of the corporation shall be a President; a past President; one Vice-President, which will be elected as the President-elect; and a Secretary/Treasurer. In addition, there is a target of maintaining 12 Council Member positions which will be achieved from the current number thru natural attrition and annual election numbers.

Section 2. *Election and Term of Office.* The President and Vice-President serve two-year terms. The Vice President shall be elected biennially by the membership and is the President-elect. The terms of office of the Secretary/Treasurer, shall be four years. No officer, except the Secretary/Treasurer may be elected for more than one consecutive term. The Past-President shall serve as an officer for the 2 years following his or her term as President and shall have such duties as may be assigned to the Past-President by the President or by the Council. Elections will be held for these offices as necessary in conjunction with other annual elections in the fall for Councilors. Each officer shall hold office until the next election and until his or her successor shall have been elected and qualified unless s/he resigns or is removed.

Section 3. *Removal.* Any officer or agent elected or appointed by the Council may be removed by the Council whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Notice of the meeting considering removal shall include notice that such removal or resignation will be considered.

Section 4. *Vacancies.* A vacancy in any office caused by death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.

Section 5. *President.* The President shall preside at all meetings of the Council and shall have such other duties and responsibilities as the Council may from time to time delegate. S/he, along with such other officers as the Council may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the Council authorizes to be signed unless the Council designates some other officer or agent of the corporation to so execute. S/he shall have all the powers and duties normally incident to the office of president and as prescribed by the Council.

Section 6. *Vice-President.* The Vice-President, in the event of a death, disability or absence of the President, shall perform all necessary duties that would otherwise be performed by the President, and such duties as may be prescribed by the Council. The Vice-President shall have all of the duties and authority normally vested in a vice-president.

Section 7. *Secretary.* The Secretary shall (a) keep the minutes of the membership and Council meetings and maintain them in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Council Member of the corporation as furnished to the Secretary by each Council Member; (e) sign such documents as may be required by the Council or State law; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Council.

Section 8. *Treasurer.* The Treasurer shall supervise and be responsible for all funds and securities of the corporation; be responsible for the procedures for: 1) receiving and giving receipts for monies due and payable to the corporation from any source whatsoever, and 2) depositing all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and 3) general performance of all of the duties incident to the office of the Treasurer, and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Council. If required by the Council, the Treasurer shall give a bond for the faithful discharge of his/her duties as the Council shall determine.

Section 9. *Salaries.* Officers shall not receive salaries for their activities as officers of the corporation but may be reimbursed for expenses incurred on behalf of the corporation, if such reimbursement is approved by a majority vote of the Council.

ARTICLE V. *COMMITTEES*

Section 1. *Creation.* The Council shall have the power to establish such committees as it may deem advisable with such powers as it may determine.

Section 2. *Appointment.* Except as otherwise specified in these Bylaws, members of committees shall be appointed by the President and membership on committees shall not be limited to Council Members, except for the Executive Committee. The President shall name the chairperson of each committee and shall have the power to remove said chairperson or committee members, subject to the approval of the Council.

Section 3. *Executive Committee.* The officers of the corporation shall constitute the Executive Committee. The Executive Committee shall have the power to exercise the authority of the Council in the management of the corporation in any emergency or other situation where the President deems that action should be taken before a full Council meeting could reasonably be held; provided that, the Executive Committee shall not have the power of the Council in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Council Member or Officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Council which by its terms may not be amended altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council, or any individual Council Member, of any responsibility imposed upon it or said Council Member by law. Unless the Council or the Executive Committee provides otherwise, the meeting and actions of the Executive Committee shall have the same notice, quorum and voting requirements as are applied to Council meetings and minutes shall be kept of each meeting of the Executive Committee.

Section 4. *Nominating Committee.* The Council shall appoint a Nominating Committee composed of seven (7) persons. Membership in the nominating Committee shall be composed of (a) three Council Members of the corporation, (b) three members who are not Council Members of the corporation and the Past-President. The Past President shall chair the committee. The Nominating Committee shall be responsible for nominating candidates for the Council, the Officers and for nominating members of the ensuing year's Nominating Committee. The nominating Committee shall nominate at least one candidate for each position on the Council. The Nominating Committee shall submit its list of nominees to the Council at least two months prior to the annual meeting.

Section 5. *Committee Mission Statements.* The following is a listing of each of the societies committees and their defined directives.

NOMINATIONS COMMITTEE: The directive of the nominations committee is to prepare the slate of candidates annually for elections as needed. The committee is chaired by the Past President and comprised of three current council members and three members at-large, appointed ad hoc. Consideration should be given to the proposed nominees areas of specialty to ensure a broad representation of associated areas within the Council. This slate is to be presented to the Board for approval prior to opening official elections for the general membership. The Chair of this committee is responsible for contacting the nominees to confirm their interest and availability in running for the office and for follow-up post election with results. The Chair is also responsible for providing new Board members with an introduction to their duties either via email communications, conference call or at the next society meeting.

MEMBERSHIP COMMITTEE: The directive of the membership committee is to monitor the current society membership levels and to develop plans to recruit new members. They may utilize the newsletter, available ad space in the associate journal or any other medium including the membership email list for blasts. The chair is to report activity and membership trends at the annual ASMB Council meeting along with current committee actions.

SCIENTIFIC ADVISORY COMMITTEE: The advisory committee's directive is to provide ASMB with expert advice on matters pertaining to the science and areas affecting the society's interest as a whole. Areas may include grants and funding procedures, developments in research or any other area in which the council, as a whole, sees fit to require expert advice and consultation. The committee oversees the long range planning for the biennial meeting and oversees the awards that are given at the meeting.

NEWSLETTER COMMITTEE: The directive of the newsletter committee is to facilitate a gathering of submissions for the ASMB newsletter. The committee is headed by an editor (chair) and co-editor (vice-chair) with members appointed. The newsletter is published electronically and sent to the current membership 3 times per year. The editors along with any assistance available will review submissions, compile appropriate material and draft the newsletter into an appropriate and consistent format. A draft of the completed newsletter is to be sent to the society President for final approval before general distribution.

WEBSITE COMMITTEE: The directive of the website committee is to periodically review the current society website and ascertain what updates or enhancements are required. The committee is also responsible for formulating plans for new website development as approved by the Board to keep the website current with regards to programming and capacity. New endeavors of the website committee may be recommended to the board.

NIH COMMITTEE: The NIH committee directive is to keep the society informed on relevant issues and act on behalf of the society, with council and President approval, for matters pertaining to NIH issues that effect scientists in our field. The committee should research current issues and report to the council on relevant findings; making recommendations on any actions required to maintain the interest of the society.

PUBLICATIONS COMMITTEE: The publication committee directive is to manage the publications of the society under policies determined by the council. They are to provide advice and consent on the appointment of the editor of the associated journal(s) and render an annual financial report and statistical data regarding the publications. The committee may act on its own in bringing recommendations to the council for review of the direction of publications and new ideas for future development. The committee will include individuals who have served as editors or associate editors of scientific publications.

STRATEGIC PLANNING COMMITTEE: The Strategic planning committee directive is to provide the vision, framework and strategies for the development of the society as it grows. The committee should provide support, ideas and advice in facilitating the maintenance and growth of the society with regards to education, economic, and membership development or any other area(s) that require this support throughout the society. This committee should review the strategic planning documents annually and bring to the council items that require attention. A yearly report will be made at the annual council meeting.

ARTICLE VI. WAIVER OF NOTICE

Whenever any notice is required to be given to any Council Member of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Actual attendance at meetings for which notice is required shall be deemed waiver of notice unless objection to notice is provided in writing to the Secretary prior to the meeting.

ARTICLE VII. INDEMNIFICATION OF COUNCIL MEMBERS AND OFFICERS

Section 1. *Indemnification.* Each Council Member or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee, director or officer of any other corporation, whether for profit, or not for profit, and his or her representative heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit proceeding in which s/he is made a party by reason of being or having been such trustee, director or officer to the fullest extent permitted by law and the Articles of Incorporation.

Section 2. *Insurance and Other Indemnification.* The Council shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and (ii) give other indemnification to the extent permitted by law.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members present at any meeting of the Members where notice of the proposed action has been given as an item of business for such meeting in the notice for the meeting.

CERTIFICATION

Magnus Höök, being Secretary of the AMERICAN SOCIETY FOR MATRIX BIOLOGY, hereby certifies that the foregoing Bylaws were duly adopted by the Council on June 22, 2000.

Revised and adopted by the Council March 14, 2008