

**MICROSCOPY SOCIETY OF AMERICA BYLAWS
(Revised 2016)**

**ARTICLE I
NAME and INCORPORATION**

The Microscopy Society of America, Incorporated (herein referred to as "The Society") is incorporated under the laws of the State of Delaware without capital stock.

**ARTICLE II
PURPOSE**

The purpose of The Society shall be to increase and diffuse, for scientific and educational goals, the science and practice of microscopy, imaging and compositional analysis and the instruments and results relating to such activities.

**ARTICLE III
OFFICES**

The principal office of The Society shall be at 100 West Tenth Street, New Castle County, Delaware, and the Resident Agent in charge thereof shall be the Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware. The Society may also have an office or offices at such other places as Council may from time to time designate.

**ARTICLE IV
MEMBERSHIP**

Section 1. Eligibility.

Membership shall be open to any individual or organization interested in the advancement of, study of, or research related to microscopy.

Section 2. Categories.

- a) *Regular Member*: Regular membership is restricted to individuals. Application for regular membership must be accompanied by payment of one year's dues.
- b) *Student Member*: Student membership is restricted to full-time students in accredited degree- or diploma-granting institutions. Application for student membership must be accompanied by documentation of appropriate student status and payment of one year's dues.

- c) *Sustaining Member*: Sustaining membership is open to corporations, institutions, or other organizations. Application for sustaining membership must be accompanied by payment of one year's dues. The application must include the name of a designated delegate who will act for the corporation, institution or organization with respect to the Society.
- d) *Honorary Member*: A person who has received The Society's Distinguished Scientist Award and those others elected from time to time that The Society wishes to specially recognize. Honorary Members shall not be required to pay annual dues or other assessments.
- e) *Emeritus Member*: An individual who has been a Regular Member for at least fifteen consecutive years prior to retirement from remunerative professional activities may apply for Emeritus membership after retirement. Those seeking Emeritus status shall apply to The Society indicating dates of initial membership and of retirement. In addition, Council may choose to elect to Emeritus membership distinguished members who have retired with less than the required number of years of membership. Emeritus Members shall not be required to pay annual dues or other assessments.

Section 3. Privileges.

All Individual Members (Regular, Student, Honorary, Emeritus) shall have the right to vote. In the case of Sustaining Members, the right to vote will be exercised by the designated delegate or their proxy. All Individual Members shall have the right to hold elected or appointed office and to serve on committees. Sustaining Members shall receive special recognition in ways designated by Council. All other privileges shall reside equally with all classes of Members.

Section 4. Termination.

Failure to pay dues by May 1 of the year for which they are due shall automatically constitute sufficient reason to terminate membership. Membership in The Society may be terminated at any time for other reasons by a two-thirds majority vote of Council present and voting at any regular or special meeting of Council. Any member may resign membership by informing the Secretary in writing.

Section 5. Reinstatement.

Former members wishing reinstatement may apply for reinstatement provided they have fulfilled any requirements imposed at the time of termination. To be reinstated, the member must pay the dues applicable to all years of lapsed membership. If the dues for years of lapsed membership are not paid, the application will be treated as an application for new membership.

Section 6. Dues.

The dues of The Society and the membership year shall be fixed by Council. Dues shall be payable in advance.

**ARTICLE V
AFFILIATES OF THE SOCIETY**

Section 1. Local Affiliated Societies.

Local, state and regional groups may affiliate with The Society if their general aims are aligned with those of The Society.

- a) To obtain recognition as an affiliate of The Society, the group shall present an application to the Local Affiliated Societies Director bearing all members' names. The application for affiliation shall include the history, financial status and bylaws of the group.
- b) Membership in an affiliate shall not confer membership in The Society; there shall be no financial obligation or responsibility between the affiliate and The Society.

Section 2. Professional Affiliations.

Subject to the ratification of the membership at the Annual Members Meeting, Council shall have the power to establish or end relationships with various incorporated, professional societies sharing common interests with The Society. It may, if required, also appoint at appropriate times, representatives to these groups. Their terms of office shall be designated by Council within guidelines set by individual organizations.

**ARTICLE VI
MEETINGS**

Section 1. Annual Meeting.

The members of The Society shall meet annually at a place, date, and time designated by Council. An Annual Members Meeting shall be held during the Annual Meeting. The program presented at any meeting shall be determined either by Council, or by an officer or committee designated by Council.

Section 2. Conduct of Business.

Business of The Society shall be transacted at the Annual Members Meeting. The order of business shall be determined by Council, and shall be conducted by the President.

Section 3. Quorum.

A quorum for transaction of business of The Society shall be not fewer than seventy-five (75) members of The Society. Should the number of members at an Annual Members Meeting fail to constitute a quorum, items of business may be submitted to the membership for voting by mail or electronic ballot.

Section 4. Voting and Representation.

All Individual Members present at the Annual Members Meeting shall be entitled to one vote, without privilege of proxy, for each question called for vote. All questions before the Annual Members Meeting, except questions concerning amendment of the Bylaws, shall require a simple majority of the members voting at such meeting.

**ARTICLE VII
COUNCIL**

Section 1. Composition.

Council shall be composed of seven Directors (three Directors from the Biological Sciences, three from the Physical Sciences and one from the Local Affiliated Societies), the President, the President-Elect, the Past-President, the Secretary, and the Treasurer.

Section 2. Duties.

Council shall manage The Society in the best interest of The Society, and in accordance with its purpose as expressed in its Bylaws. It shall meet at least twice a year: immediately prior to the Annual Meeting, and during the first quarter of the calendar year at the discretion of the President. These two meetings shall be considered regular Council meetings; any other meetings of Council shall be considered special meetings. All meetings may be attended by members of The Society except for those portions held in closed session. Council shall plan scientific meetings; it shall authorize the expenditure of Society funds; it shall approve the President's appointment of the Chair and members of all Standing Committees, the Editor(s) and associate Editor(s) of Society publications, and such ad hoc committees as needed. Council shall authorize publication of the Bylaws of The Society, the Minutes of the Annual Meeting, the financial report of the Treasurer, a Membership Directory, and/or other publications as deemed necessary.

Section 3. Executive Committee.

There shall be an Executive Committee comprised of the President, the Past-President, the President-Elect, the Treasurer, and the Secretary which shall be empowered to make decisions in an emergency. An Executive Committee Meeting may be called by the President or any two members of the Executive Committee as long as all members of the committee are notified. A written record of all actions shall be maintained, and all decisions shall require assent of at least four of the five Executive Committee Members.

Section 4. Quorum and Voting.

A quorum of Council shall consist of seven (7) Council Members including the President, or either the Past-President or President-Elect acting in the President's stead. If a quorum is present, the act of a majority of Council Members present and voting is an act of the Council.

Section 5. Vacancy.

Any vacancy occurring in Council may be filled for the period remaining until the next Annual Election by a simple majority of the remaining Council Members present and voting at the next regular or special Council Meeting.

ARTICLE VIII OFFICERS AND DUTIES

Section 1. Officers.

The officers of The Society shall be:

President, President-Elect, Past-President, Secretary, Treasurer, and seven Directors (three from the biological sciences, three from the physical sciences and one from the Local Affiliated Societies).

Section 2. Eligibility for Office.

The minimum qualifications for elective office shall be three consecutive years of Individual Membership immediately preceding nomination. Eligibility for Executive Office excludes Society members who represent commercial companies that supply microscopy related services and materials. The qualifications for President-Elect shall include an additional two year's membership. Candidates for President-Elect shall alternate annually between biological and physical science disciplines.

Section 3. Tenure of Office.

The person elected to the post of President-Elect shall serve three years, one each as President-Elect, President and Past-President. The Secretary and Treasurer shall each serve three years and shall not be elected within the same year. Two Directors, one from the Biological Sciences and one from the Physical Sciences, shall be elected each year for a three-year term. The Local Affiliated Societies Director shall be elected for a three-year term. No officers except Secretary and Treasurer may succeed themselves in office. The Secretary and Treasurer may serve a second, consecutive, three year term, if elected.

Election shall be according to the provisions of Article IX, Section 2.

Section 4. Assumption of Office.

All elected officers shall assume office the first day of the calendar year following their election.

Section 5. Duties of Officers.

- a) *President:* The President shall be the Chief Executive Officer of The Society; preside at all meetings of The Society and of Council; be a voting ex-officio member of all committees except the Nominating Committee; subject to approval by the Council, appoint Chair and members of all committees, unless otherwise specified by these Bylaws or by the order creating same; in consultation with Council may delegate certain duties; and perform such duties as usually pertain to the office.
- b) *President-Elect:* If the President is unable to be present or to perform the duties of the office, the President-Elect shall assume the duties of the President. The President-Elect shall be an ex-officio member of all committees, unless noted otherwise; and perform such other duties as may be delegated. At the end of the President's term of office, the President-Elect shall automatically assume the office of President.
- c) *Past-President:* The Past-President shall chair the Nominating Committee, be an ex-officio member of all committees, unless noted otherwise; and perform such other duties as may be delegated.
- d) *Secretary:* The Secretary shall maintain the records of The Society; maintain minutes of all meetings of The Society and of Council; serve as a member of the Bylaws Subcommittee; maintain the "Operations Manual" detailing the duties of each office; oversee the management company and reception of committee and other organization reports at least four weeks prior to Council meetings; assist in the preparation of an Agenda ; have on hand at all times the Bylaws of the Society; and perform such other duties as may be delegated. Some of these duties may be delegated to an appointed member or professional management.

- e) *Treasurer*: The Treasurer shall oversee all transactions regarding monies of The Society; be responsible for oversight of professional management performing the following duties: maintaining accurate records of all monies and of disbursements made on vouchers signed by the person responsible for incurring the expenditure; signing for recurring disbursements and expenses specifically approved by Council; co-signing with the President special disbursements over an amount specified by Council; the filing of appropriate government forms as required by law; presentation of a financial report at each Council Meeting and at such other times as Council shall require; an annual audit of the Society finances. Some of these duties may be delegated to an appointed professional contractor. The Treasurer shall be bonded and the cost of said bond and insurance shall be incurred by The Society.

- f) *Directors*: Each Director shall fulfill appropriate functions as a member of Council, serve as a Council Liaison to a Standing Committee, and perform such other duties as may be delegated.

- g) *Local Affiliated Societies Director*: The Local Affiliated Societies Director shall fulfill appropriate functions as a member of Council and represent the Affiliates on Council.

Section 6. Suspension/Reinstatement/Replacement of Officers

An Officer of the Society may be removed from office by a two-thirds majority vote of the remaining Council members. The Officer may be reinstated or replaced by a two-thirds majority vote of the Council.

Section 7. Indemnification.

Officers, both elected and appointed, directors, committee chairs and committee members of The Microscopy Society of America, Inc., while acting on behalf of The Society, shall be indemnified by The Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a part, or in which they may be involved, by reason of their being or having been a member of Council or officer of The Society, or any settlement thereof, whether or not they are a member of Council or officer at the time such expenses are incurred when the individual acted in good faith and in the best interests of the Society, except in cases of willful misfeasance or malfeasance in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when Council approves such settlement and reimbursement as being for the best interests of The Society. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of Council or officer may be entitled.

ARTICLE IX NOMINATIONS AND ELECTION

Section 1. Nominations.

Nominations shall be made by a Nominating Committee. This committee shall consist of five members including the Past-President as Chair and no more than two other current Council members. All committee members shall have been Individual Members of the Society for at least 5 years. Additionally, at least two shall not have served on the Nominating Committee during the previous ten-year period. The Chair shall recommend committee members to Council for ratification at its Summer meeting. This committee shall present its nominations to the President not later than September fifteenth of the year for which the committee has been appointed. At least two candidates shall be presented for each office open for election except that candidates for a second term as Society Secretary or Treasurer, if nominated by the Nominating Committee, may be presented unopposed. Additional nominations from the general membership for any elected office will be accepted and placed on the ballot when accompanied by a petition signed by a minimum of 75 Society members. Such petitions for nomination (with any appropriate supporting information) must be received by the Past-President no later than one week following the Annual Meeting.

Nominations for the Local Affiliated Societies Director shall be made by the President or Secretary of an Affiliate and submitted to the incumbent Local Affiliated Societies Director.

Section 2. Elections.

An official ballot shall be prepared containing the selections of the Nominating Committee, and any nominations made by petition, and including space for write-in candidates for each office. A hard copy or electronic ballot shall be sent to each member of The Society not later than November fifteenth of each year. Ballots shall be completed and returned no later than December fifteenth. The President shall appoint two or more tellers to count the ballots. At least one of the tellers shall not be an officer of The Society. The candidate(s) receiving the largest number of votes is elected.

The Local Affiliated Societies Director shall be elected at a meeting of the Affiliates held at the Annual Meeting of the Society. In order to be valid, there shall be a quorum of at least half of the Affiliates represented at the meeting by their official representatives. The Local Affiliated Societies Director shall be elected by simple majority, each Affiliate having one vote. The Local Affiliated Societies Director shall appoint two or more members as tellers to count the ballots. Failing a quorum, election shall be by a mail or electronic ballot in which more than half of the official Affiliate representatives, as certified by the incumbent LAS Director, participate. The mail or electronic ballot shall be completed no later than December fifteenth of the election year.

**ARTICLE X
APPOINTED OFFICERS and COMMITTEES**

Section 1. Appointed Officers.

The President, with the approval of Council, can appoint officers to transact The Society's business. The title and function of appointed officers shall be established by Council. Appointed officers hold budgeted positions and may be salaried.

Section 2. Committees.

Council shall form such committees as it considers necessary or helpful in managing the affairs of The Society, and may empower such committees to discharge the function or functions assigned to it by Council. Council shall appoint the chair of the committee from its own members or from the general membership of The Society. The committee chair may recommend other committee members to Council for ratification. The committee chair may also invite individuals not currently members of The Society to serve on committees charged with determining the scientific programs of the Annual Meeting of The Society. The number of such individuals shall not exceed one-third of the total membership of the committee, nor shall any of these individuals serve as chair of the committee. Committee appointments take effect on the first day of the calendar year following their approval by the MSA Council.

Section 3. Term of Appointment.

The initial term of appointment of appointed officers, committee chairs and members will be determined by Council and will not exceed three years. Appointed officers, committee chairs or members may be reappointed for additional terms.

**ARTICLE XI
AMENDMENTS**

Section 1. There shall be continual evaluation of the Bylaws by a Bylaws Subcommittee. This subcommittee shall consist of three members including the Secretary, the Past President and the President (as an ex officio member). This subcommittee shall propose changes at regularly-scheduled Council meetings.

Section 2. The Bylaws of The Society may be amended as follows:

- a) An amendment recommended by a two-thirds vote of Council present and voting, at a regular or special meeting, requires for passage, a simple majority of the members of The Society voting by mail or electronic ballot.
- b) A petition for amendment, which does not have the support of a two-thirds majority in Council, shall require that the petition be signed by 5% of the Membership. Such a petition must be discussed at the next Annual Members

Meeting and then presented to the Membership for vote by mail or electronic ballot. The sponsor of the petition shall have the privilege of preparing a statement for the ballot, and Council shall prepare a rebuttal. A two-thirds majority of the members voting is required for passage.

- c) A suspension of the by-laws recommended by a two-thirds vote of Council present and voting at a regular or special meeting requires for passage, a simple majority of the members voting at any Annual Members Meeting or by mail or electronic ballot.

ARTICLE XII HISTORICAL

The Microscopy Society of America is the continuation of the Electron Microscopy Society of America, incorporated under the Certificate of Incorporation filed in the state of Delaware.

ARTICLE XIII SOCIETY CONTRACTS

The Council shall, when appropriate, be empowered to enter into contracts with commercial entities that will act on behalf of the Society.