

BYLAWS
OF
Chemical and Biological Microsystems Society

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 *Name.* The name of the corporation is Chemical and Biological Microsystems Society, a North Carolina nonprofit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Society.
- 1.03 *Purpose.* The specific purpose of the Society is to promote and advance the practice of science and engineering in the field of chemical and biological microsystems.

Note: This purpose statement is drafted with the requirements of tax exemption in mind.

- 1.04 *Restrictions.* All policies and activities of the Society shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the North Carolina Nonprofit Corporation Act under which the Society is organized and operated, and applicable tax-exemption requirements.

ARTICLE II

Members

- 2.01 *No members.* The Society shall have no members.

ARTICLE III

Board of Directors

- 3.01 *Board of Directors.* The Board is the governing body of the Society and has the authority and is responsible for the supervision, control, and direction of the Society.
- 3.02 *Eligibility and Number of Directors.* Eligible Directors include those scientists and engineers who are active in research and development in the field of chemical and biological microsystems. The Board shall normally consist of ten Directors, but will be allowed to range from 7-14 Directors.
- 3.03 *Selection and Term of Office.* Each Director shall serve a term of six years beginning January first of the year following their selection. The Board shall select new members of the Board of Directors to replace those whose terms are expiring. The Board selection each year must include the most recent past MicroTAS Conference Chair.
- 3.04 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term by appointing a Director for a full term or to fill the remainder of the term, should a full term appointment result in exceeding the maximum number of board members over the course of the appointment.
- 3.05 *Meetings.* The President or any four Directors may call meetings of the Board. The Board shall hold its meetings at the times and places it selects.
- 3.06 *Notice.* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon two days notice by first class mail or delivered personally or by telephone, telegraph or facsimile.
- 3.07 *Quorum.* Sixty percent of Directors, rounded up to the nearest integer, shall be necessary to constitute a quorum of the Board.
- 3.08 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations, which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.
- 3.09 *Absence.* If a Director is absent from three consecutive meetings in any two fiscal years, the Board may remove the Director by vote of a majority of the Directors then in office.
- 3.10 *Conduct of Meetings.* Meetings shall be governed by Sturgis, *The Standard Code of Parliamentary Procedure.*
- 3.11 *Meeting by Conference Telecommunication.* Members of the Board may participate in a meeting through use of conference telephone or alternate telecommunications method if all of the following apply:
- (1) Each member can communicate with all of the other members concurrently;

(2) Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken.

- 3.12 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the North Carolina Nonprofit Corporation Act.
- 3.13 The board may also take action by other means, including electronic means, provided such action is in compliance with applicable law.

ARTICLE IV

Officers

- 4.01 *Officers.* The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, who may be compensated as determined by the Board.
- 4.02 *Selection and Term of Office.* The Board shall select each officer from within the incumbents on the Board. Each officer shall serve a four-year term and shall not serve in the same position for more than two consecutive terms. Officer's membership on the Board shall be extended until completion of their term(s) of office.
- 4.03 *Duties.* The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chair of the Board; the Vice-President acts in place of the President when the President is not available; and the Treasurer is the chief financial officer. Each officer shall be accountable to the Board in the manner specified by the Board; the Board may remove an officer at any time with or without cause.
- 4.04 *Vacancies.* If a vacancy occurs among the offices, for any reason, the Board may fill the unexpired portion of the term.

ARTICLE V

Committees

- 5.01 *Executive Committee.* The Executive Committee shall have the full authority of the Board to act between meetings of the Board, except as to matters specifically withheld by the Board and subject to any further limitations specified in writing by the Board. The Committee shall consist of the officers and shall meet only on the call of the President or designee.
- 5.02 *Other Committees.* The Board in its discretion may form a committee or task force to meet the needs of the corporation.

- 5.03 *MicroTAS Program Committee* The Board will form and maintain the MicroTAS conference Program Selection Committee (the Committee). The Committee will consist of the current Conference Chair, the most recent past Conference Chair, and a future Conference Chair, each selected by the Board. The Committee will be Chaired by the current Conference Chair. The Program Selection Committee Vice-Chair will be selected by the Board, from within the Committee Membership. The Vice-Chair will have responsibility for actions involving Committee membership, and other tasks delegated by the Conference Chair. The remaining members of the Committee will be appointed by the Committee, but will include at least three Directors of the Board, besides the Past Conference Chair. Other eligible Committee members include those scientists and engineers who are active in research and development in the field of chemical and biological Microsystems. Committee appointments will be approved by a majority vote of the current Committee members. The term of Directors of the Board on the Committee will be one to three years, and will not exceed three years, following appointment to the Board. Appointments shall be for four years for non-Directors. Membership terms will be considered to begin on January 1 in the first year the Committee member takes part in the Program selection process. The total membership of the Committee must equal or exceed twelve, of which no more than 40 %, rounded up to the nearest integer, shall be Directors of the Board. The Board will establish guidelines for regionally representative membership on the Committee, reflecting research activities in Chemical and Biological Microsystems worldwide.

ARTICLE VI

Indemnification and Insurance

- 6.01 *Indemnification.* To the fullest extent permitted by the law, the Society shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Society's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.
- 6.02 *Insurance.* The Society may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE VII

Amendment of Bylaws

- 7.01 *Amendment of Bylaws.* These Bylaws may be amended by the Board as specified in the North Carolina Nonprofit Corporation Act.