

ASSOCIATION OF CHINESE GENETICISTS IN AMERICA BYLAWS

ARTICLE I. NAME

The Association shall be called "The Association of Chinese Geneticists in America".

ARTICLE II. OBJECTIVES

The Association is a non-profit organization. The objectives of the Association are: (1) to bring into close contact among Chinese geneticists and related professionals; (2) to promote and encourage professional collaboration and (3) to provide support and assistance whenever feasible.

ARTICLE III. MEMBERSHIP

Section 1. All persons who are in good standing at the time of adoption of these bylaws shall automatically be considered active members as defined by the Bylaws.

Section 2. Any person residing and having engaged in genetics-related activities in THE AMERICAS, who has demonstrated ability in research or services pertaining to genetics is eligible to active membership in the Association.

Section 3. Active members in good standing could choose to pay one-time fee to become Life Members of the Association.

Section 4. There shall be a class of international members open to persons residing outside of America who shall have all rights and privileges of active members except that they have no right to vote in the election of Officers. International Life Members can run for elected office if nominated by the Nomination Committee and approved by the majority of the Board.

Section 5. Bona fide students of medicine, dentistry and biological sciences are eligible for the class of student membership. Student members have all the rights of active members.

Section 6. Those active members in good standing who retire from their positions or practice shall become emeritus members upon their notification to the Secretary of their desire for this classification.

Section 7. Dues shall be assessed on each member on a calendar year basis in amounts set by the Board of Directors. Upon payment of the dues assessed, an individual shall be a member in good standing entitled to all membership rights and benefits.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The governing body of the Association shall be a Board of Directors. It shall consist of the officers of the Association, the two most recent past presidents of the

Association, the president-elect of the Association, and three or more but not more than seven other Directors elected among the active members of the Association. Members of the Board who are not Officers shall serve for a term of three years.

Section 2. The President of the Association shall be the presiding officer of the Board of Directors.

Section 3. The Board of Directors shall formulate the policies of the Association; fill vacancies among the officers and directors as may occur between elections; have charge of funds and endowments of the Association; authorize expenditures; delegate signature authority; and conduct such other business as may be desirable. Any vacancy occurring on the Board of Directors or any officer position, other than President, or any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. An individual elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. In the event of a vacancy in the office of President, the President-elect shall assume the office of President while remaining President-elect. Any Board member can be removed for cause by a majority vote of the Board of Directors after an opportunity to be heard.

Section 4. The Board of Directors shall meet annually at the time of the Annual Meeting of the Association. The Board of Directors may decide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution. Special meetings may be called by the President or by the written petition of five members of the Board of Directors. Five members of the Board of directors shall constitute a quorum. Five percent of the members in good standing shall constitute a quorum of the Association.

ARTICLE V. OFFICERS

Section 1. The officers of the Association shall consist of a President, a Secretary and a Treasurer.

Section 2. Resignations. Any officer may resign at any time by giving written notice of his/her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if no time is so specified upon its receipt by the President or the Secretary, as the case may be; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All members shall receive written notice of the resignation from the President or the Secretary.

Section 3. The President. The president shall serve for a term of two-years. He/she shall be the Chief Officer of the Association, shall conduct the general and active management and direction of the business and affairs of the Association, and the supervision of the board. He/she shall preside at all business meetings of the members and at all meetings of the Executive Board. He/she is empowered to nominate committee membership as herein provided and shall, ex officio, be a member of all such committees. The President, with approval of the Board, may sign, execute, and deliver in the name of the Association all deeds, mortgages, bonds, contracts, and other instruments, except in cases where the signing, execution, or delivery thereof shall be expressly otherwise delegated by the Board.

In general, he/she shall perform all duties incident to the Office of the President and such other duties as may from time to time be assigned to him/her by these Bylaws or the Board. The President shall appoint an Executive Director. The President shall make an annual report on the state of the Association at the Annual General Membership Meeting.

Section 4. The President-Elect. The President-elect shall be elected one year before the expiration of the term of current President. He/she shall succeed to the Presidency upon the expiration of the term of Office of the President. In the event of the absence or disability of the President, the President-Elect shall perform all of the duties of the President. At all other times, the President-Elect shall perform such duties and exercise such powers as from time to time may be assigned to him/her by these Bylaws, the Board, or the President.

Section 5. The Secretary. The Secretary shall be elected for term of three years. He/she shall attend all business meetings of the members, and all meetings of the Executive Board, shall record all of the proceedings of such meetings, shall be the custodian of the records of the Association and shall affix the seal to all such documents as may be required. He/she shall give or cause to be given notice of all meetings of the members and of the Board in accordance with the provisions of these Bylaws, and he/she shall keep copies of these Bylaws available for inspection by the members of the Association. In general, he/she shall perform all duties incident to the Office of the Secretary and such other duties as may from time to time be assigned to him/her by these Bylaws, the Board, or the President. The Secretary shall present a written report on membership and recruitment of the Association at the Annual General Membership Meeting.

Section 6. The Treasurer. The Treasurer shall be elected for a term of three years. He/she shall be authorized to collect annual dues and all monies payable to the Association, shall be charged with the care and custody of the funds of the Association, and from such funds shall keep the disbursement, duly authorized, as may be necessary or appropriate. He/she shall keep the Association financial and bank accounts shall enter in detail all receipts and disbursements and shall report thereon at the request of the Board or the President. These accounts shall be open at all times to the inspection of any member of the Association. In general, the Treasurer shall perform all the duties incident to the Office of the Treasurer and such other duties as may from time to time be assigned to him/her by these Bylaws, the Board, or the President. The Treasurer shall present a written financial report at the Annual General Membership Meeting.

Section 7. Order of Succession. If the President is incapacitated, the President-Elect shall perform the duties of the President for the remainder of his/her term; if the President-Elect is also incapacitated, the Secretary shall succeed to this Office. In the event that all three of the aforementioned are unable to discharge the duties of the Office, the Treasurer shall succeed. Incapacity shall be determined by the Board of Directors.

ARTICLE VI. ELECTION OF OFFICERS

Section 1. Prior to November 1 in the year of his/her term of office, the President shall appoint a Nominating Committee consisting of at least three members in good standing. The Nominating Committee shall take office in the following January 1 and accept the

nominations from the members, and shall submit to the members through the Secretary on or before October 1 a ballot consisting of candidates for the vacant positions for Officers and Directors. Members have the right Members may, by write-in, vote for other members in good standing in addition to those shown on the ballot.

Section 2. The President-Elect shall be nominated from the current and/or past Association Officers and Directors. The nominee for the Office of the President-Elect shall be considered elected if he/she receives a majority of the votes. The President-Elect is anticipated to become the President in the following year and may not stand for election to any other positions of the Association.

Section 3. The one candidate for the Secretary and the one candidate for the Treasurer who receive the majority votes in their respective election shall be declared elected to the respective offices. The candidates for the Board of Directors who receive the most votes shall be declared elected. The membership shall be notified of the results of the election, and the elected members of the Board of Directors, the Secretary, the Treasurer and the President-Elect shall take office on the first day of the calendar year immediately following their election.

Section 4. A calendar year is defined as a period beginning immediately after the conclusion of an Annual Meeting and ending with the conclusion of the Annual General Membership Meeting in the following year. This period may be more or less than 365 days depending on the dates of the successive Annual General Membership Meetings.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 1. An Executive Director shall be appointed by the President and approved by the Board. The Executive Director shall serve for a renewable term of five years.

Section 2: The Executive Director shall reside in North America, or otherwise granted exception by the President and majority of the Board of Directors.

Section 3. The Executive Director shall represent the Association, guide and implement the broad agenda of the Association mandated by the President and the Board, identify issues that require the attention of the President and the Board, interact on an ongoing basis with Association committees and respond to both external professional and media inquiries regarding genetics and Association activities.

ARTICLE VIII. ADVISORY COUNCIL

Section 1. The Advisory Council shall advise the President.

Section 2. The Advisory Council will consist of at least 5 members selected from past presidents of the Association and geneticists of distinguished status. Membership of the Advisory Council will be nominated by the President and approved by the Board of Directors.

Section 3. Chairperson of the Advisory Council will be appointed by the President and approved by the Board of Directors.

Section 4. Members of the Advisory Council will serve for a renewable term of three years.

ARTICLE IX. COMMITTEES

Section 1. Committee members, except those holding other offices, shall be appointed by the President and may be removed by a majority vote of the Board of Directors. The President shall designate the chairperson of each committee from among its members. No chairperson may serve in that capacity for more than three years. Initial appointments to committees shall be of varying terms so as to allow staggering of appointments.

Section 2. The EXECUTIVE COMMITTEE shall consist of the President, President-elect, Immediate Past President, Secretary and Treasurer. The Executive Committee shall be authorized, subject to review by the Board, to act on behalf of the Board between meetings.

Section 3. The FINANCE COMMITTEE shall consist of the Treasurer, who will chair the committee, the President, and President-elect. The Finance Committee will advise the Board and the Treasurer on the allocation of funds, within the limits set by the Board.

Section 4. The NOMINATING COMMITTEE shall consist of the President, President-elect, two most recent Past Presidents, and another Board member. The Nominating Committee will identify vacancies within and outside of the Association, set the eligibility criteria, solicit applications and nominations, assess qualifications, and present candidates for internal elections or external nominations.

Section 5. The AWARDS COMMITTEE shall consist of three members appointed for three-year staggered terms, one to be appointed each year. The President shall be the fourth member of this Committee. The Committee shall designate recipients of awards of the Association as approved by the Board of Directors.

Section 6. The PROGRAM COMMITTEE shall consist of members appointed for terms of up to three years, in addition to the President, President-elect, Secretary and Treasurer. The Board shall determine the number of committee members. The President shall designate the chairperson for the following year. The Program Committee is responsible for organizing the Annual Meeting of the Association and other activities.

Section 7. OTHER COMMITTEES: The Board may appoint such special and other standing committees as it deems necessary or that are voted by the Association.

ARTICLE X. IMPREACHMENT AND TERMINATION OF APPOINTMENT

Section 1. Any elected Officer/Directors of the Board may be impeached for illegal acts, misconduct and/or deeds detrimental to the Association. The impeachment shall be initiated by a minimum of two members of the Board of Directors. The impeached Officer may be removed by an affirmative vote of two-thirds (2/3) of the Board of Directors. A removed Officer may appeal such removal to the membership, which may overturn such removal by a vote of two-thirds (2/3) majority of active members present at the next Annual Meeting.

Section 2. Any appointed Officer/Committee member may be terminated from his/her

appointment by the President and affirmative majority vote of the Board of Directors.

Section 3. Any member may be suspended for a specific or indefinite period of time, or may for cause, be expelled by a vote of two-thirds (2/3) of the Board of Directors should said member fail to comply with the Bylaws of the Association.

ARTICLE XI. MEETING OF THE ASSOCIATION

Section 1. The time and place of the Annual Meeting shall be determined by the President and the Board of Directors of the Association.

Section 2. Notice of the Annual General Membership meeting of the Association shall be delivered by postal or electronic mail to each member at his/her address as it appears upon the records of the Association and/or posted in the website of the Association. The notice of a special meeting shall state the purpose for which it is to be held.

Section 3. The members present at any meeting of the Association shall constitute a quorum for transacting business.

ARTICLE XII INTERPRETATION AND AMENDMENT OF THE BYLAWS

Section 1. These Bylaws may be amended by an affirmative two-thirds vote of those members voting, provided notice of proposed amendments shall have been sent by the Secretary to each member at least four weeks prior to tallying of the votes. Members may vote in person or by mail.

Section 2. The power of interpretation of these Bylaws shall be vested in the Board of Directors of the Association.