BYLAWS OF THE AMERICAN SOCIETY OF HUMAN GENETICS, INC.

(AS AMENDED BY THE MEMBERSHIP, DECEMBER 2014)

ARTICLE I – MISSION
ASHG’s mission is to advance human genetics in science, health, and society through excellence in research, education, and advocacy.

ARTICLE II – MEMBERSHIP AND DUES
II. A. TYPES OF MEMBERSHIPS
Persons interested in research in human genetics or in issues pertaining to human genetics are eligible for membership in the Society.

REGULAR membership shall be open to all eligible persons.

TRAINEE membership shall be open to postdoctoral fellows, residents, and bona fide students participating in degree-granting programs. No individual shall remain a trainee member for longer than eight years without documentation of postdoctoral-fellow, resident, or student status.

EMERITUS membership shall be open to all persons who shall have retired from their position or practice and shall have been a Regular member of the Society for at least five years. Emeritus members shall be entitled to all membership rights and benefits, but shall not be required to pay dues unless they choose to subscribe to the print Journal.

II. B. DUES
Dues shall be assessed on each member on a calendar-year basis in amounts set for each category of membership 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 III – BOARD OF DIRECTORS
The Society shall be managed by a Board of Directors of eighteen (18) members comprising the President, President-elect, Secretary, Treasurer, the Past President, Executive Vice President, Journal Editor, and eleven (11) other members of the Society, including one trainee and one junior faculty member or professional equivalent, defined as non-tenured faculty with fewer than five years' experience in a tenure-track position or equivalent experience in a non-academic position. The junior faculty and trainee members shall retain their positions on the Board for a full term irrespective of a change in professional status. The named officers shall serve during their incumbency in office. Each of the other directors shall be elected for a three (3)-year term, with one-third (⅓) of the positions designated for election each year.

The Board of Directors shall formulate policies of the Society, elect the Secretary and Treasurer, appoint the Executive Vice President and Journal Editor, fill such vacancies among the officers and
directors as may occur between elections, have charge of funds and endowments of the Society, approve the annual budget, delegate signing 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 shall be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum of the Board of Directors. Ten (10) members of the Board of Directors shall constitute a quorum. If the Secretary or Treasurer is elected to the Board from outside the sitting members (see Article IV), the size of the Board will expand accordingly.

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 vote of two-thirds (2/3) of the entire Board of Directors, after an opportunity to be heard. “For cause” may include two (2) consecutive absences from board meetings.

The Board of Directors shall meet at the time of the Annual Meeting of the Society. The Board may decide by resolution the time and place, either within or outside the State of Maryland, 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 a quorum of the Board.

The Society shall, at its own expense, provide appropriate liability insurance for all directors and officers of the corporation.

**ARTICLE IV – ELECTION OF DIRECTORS AND OFFICERS**
The membership shall elect the President-elect and at least one-third (⅓) of the directors annually by ballot. A call for nominations shall be sent to the membership at least eight (8) weeks prior to the distribution of ballots. A draft ballot shall be composed by the Nominating Committee (see Appendix) and shall consist of at least one (1) candidate for President-elect and at least two (2) candidates for each vacant Director position. Members of the Nominating Committee shall not be eligible for nomination. The chairperson of the committee shall transmit the draft ballot to the Executive Committee for review and approval. The Executive Committee may consult with the full Board if necessary.

The Secretary or Secretary’s designee shall send by mail or electronic form, not less than eight (8) weeks before the Annual Meeting, a ballot listing all nominees to each member in good standing. The ballot shall also make provision for voting for persons whose names do not appear on the ballot. To be counted, the ballots must be returned to the Secretary or designee of the Secretary at a date indicated on the ballot, which shall be at least two (2) weeks before the Annual Meeting. The member receiving the highest number of votes for President-elect and the members receiving the highest numbers of votes for director shall be elected. The results of the election shall be announced on the Society’s website as soon as they become available after the close of voting and also shall be announced at the Annual Meeting. Officers and Directors shall take office on January 1st following their election.
No incumbent member of the Board of Directors who was elected by the membership shall be eligible for immediate re-election at the expiration of his or her term. A former Board member may, however, stand for re-election after an absence of at least three (3) years from the Board of Directors.

The President-elect shall succeed to the position of President on the second January 1st following election as President-elect. The Board shall elect the Secretary and Treasurer for terms of three (3) years from among sitting Board members, with their terms in those offices to be coincident with their regular terms. The terms shall be subject to reappointment. The Board reserves the right to elect the Secretary and Treasurer from outside the sitting Board members if the members agree that the requisite expertise for either position is not available within that body.

The Journal Editor shall be appointed for a five (5)-year term by the Board of Directors, which term may be renewed. The Executive Vice President shall be appointed by the Board of Directors. The Secretary, Treasurer, Journal Editor, and Executive Vice President shall be ex-officio members of the Board of Directors, with full voting privileges. Each shall have one vote.

ARTICLE V - DUTIES OF OFFICERS

The PRESIDENT shall preside at all meetings of the Society and of the Board of Directors. The President shall appoint such committees and representatives as directed by the Board of Directors or prescribed by these Bylaws. Other committees and representatives may be appointed at the discretion of the President.

The PRESIDENT-ELECT shall preside in the absence of the President. If the President is incapacitated, the President-elect shall act in the stead of the President. In the event of incapacity of the President-elect to act as President, the duties of the President shall be assumed by the Past President, Secretary, Treasurer, or Journal Editor, in that order. Incapacity shall be determined by the Board of Directors.

The SECRETARY shall keep the records of the Society and shall report on the status of membership at Board meetings and at the Annual Meeting of the Society.

The TREASURER shall be responsible for the funds of the Society and for management of revenues and payment of obligations of the Society. At each meeting of the Board of Directors, the Treasurer shall present a statement of the receipts and expenditures of the funds of the Society. In January of each year, the Treasurer shall present a budget for that fiscal year, for approval by the Board. The Treasurer also shall ensure that the Executive Vice President of the Society arranges for an annual external audit of the Society’s finances. The Treasurer will conduct an independent review of the annual audit in conjunction with representatives of the auditing agency. The Treasurer generally shall make only such expenditures as are authorized by the Board of Directors in the annual budget. Single expenditures outside the budget and in excess of twenty-five thousand dollars ($25,000.00) shall require approval of the Executive Committee.
The EXECUTIVE VICE PRESIDENT shall be responsible for representing the Society on a day-to-day basis; for guiding and implementing the broad agenda of the Society in consultation with the President and the Board; for identifying issues that require the attention of the President and the Board; for responding to professional and media inquiries regarding human genetics and Society activities, in consultation with content experts from the membership whenever possible; and for interacting on an ongoing basis with Society committees. The Executive Vice President shall have signing authority as designated by the Board and shall have authority to commit the Society in routine contractual matters that are essential to ongoing operations and to the initiation of new projects.

The JOURNAL EDITOR shall be responsible for editing and publishing the Journal. The Journal Editor shall appoint Associate Editors, who, together with the Editor, shall constitute the Journal Editorial Board. Each Associate Editor shall serve for a three (3)-year term and may be reappointed. The Journal Editor shall stagger the terms of the Associate Editors so that, to the extent possible, one-third (⅓) of the editorial board is appointed each year.

ARTICLE VI – PUBLICATIONS
The Society shall publish a program of its scientific meetings and distribute abstracts of the papers to be presented.

The Society shall publish a Journal that shall be sent to all eligible members.

The Board of Directors shall authorize other publications that it deems are in the interest of the Society and its members.

ARTICLE VII – AFFILIATIONS
The Society may affiliate with such professional and scientific organizations as the Board of Directors may from time-to-time determine. All necessary expenditures for purposes of such affiliation shall be approved by the Board of Directors. The Board may name regular members of the Society as representatives to other organizations whenever it deems such action desirable. The Board shall review all such affiliations and associated expenses annually.

ARTICLE VIII – COMMITTEES
Committee members, except those serving by virtue of holding other office, shall be appointed by the President and may be removed by a majority vote of the Board of Directors. The President’s appointments shall, to the extent possible, reflect the diversity of the Society's membership. The President shall designate the chairperson of each committee from among its members. With the exceptions of the Executive and Finance Committees, the Board shall designate the number of members to serve on standing committees based on the needs of the Society at the time in question. The Board may add or remove standing committees and may effect changes in the composition of standing committees – including the number of members and rotation schedules – by majority vote and without amendment of these Bylaws (see Appendix).
ARTICLE IX – AMENDMENTS
These Bylaws may be amended by a majority of the Board, and any such action shall be ratified by a majority vote of members responding to a ballot sent to members by email or other electronic form no less than eight (8) weeks before the date set for receipt of the ballots.

APPENDIX

Board Committees

The EXECUTIVE COMMITTEE shall comprise the President, President-elect, Past President, Executive Vice 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 and shall have the authority to approve single expenditures that exceed the annual budget by more than twenty-five thousand dollars ($25,000.00).

The FINANCE COMMITTEE shall comprise the Treasurer; who will chair the committee; the President; the President-elect; the Executive Vice President; and the Journal Editor. The Finance Committee will advise the Board and the Treasurer on the allocation of funds and the disposition of the Society’s reserve funds, within guidelines set by the Board.

Other Committees

The President shall appoint Society members in good standing for each committee described below and shall designate a chairperson for each committee where none already exists. All new committee appointments shall begin on January 1st, in conjunction with the term of the new President.

The NOMINATING COMMITTEE shall comprise seven (7) members who are not, at the time of their appointment, members of the Board of Directors. One member shall have served previously on the Board of Directors. Six of the members shall serve for a period of two (2) years each, with one-third (⅓) of the members rotating off the committee each year, to be replaced by new appointments. No member may serve more than one (1) term, except for the committee chair, who shall serve for a period of three (3) years.

The Executive Vice President shall be an ex-officio member of the committee, without voting rights.

The AWARDS COMMITTEE shall comprise six (6) members appointed for three (3)-year terms, with one-third (⅓) of the members rotating off the committee each year, to be replaced by new appointments. No member may serve more than two (2) consecutive terms. The committee shall recommend the recipients of the Society’s awards to the Board of Directors for approval. The President shall be an ex-officio member of this committee, with voting rights.

The SOCIAL ISSUES COMMITTEE shall comprise nine (9) members appointed for three (3)-year terms, with one-third (⅓) of the members rotating off the committee each year, to be replaced by
new appointments. No member of the committee may serve more than two (2) consecutive terms. The committee shall recommend, and upon Board approval carry out, activities concerned with the impact of genetic knowledge and practice on society at large. Articles or statements produced by the committee that reflect a position of the Society must be approved by the Board of Directors.

The PROGRAM COMMITTEE shall be responsible for the scientific content of the Annual Meeting and other meetings sponsored by the Society and shall comprise members appointed for three (3)-year terms. No member of the Committee may serve more than two (2) consecutive terms, except in the event of his or her appointment as committee chair. The Board shall determine the number of committee members based on the scientific and technical requirements meetings sponsored by the Society.

The INFORMATION AND EDUCATION COMMITTEE shall comprise members appointed for three (3)-year terms, up to one-third (⅓) to be appointed each year. The Board shall determine the number of members based on the nature of the Society’s educational endeavors. No member of the committee may serve more than two (2) consecutive terms. The committee shall recommend, and upon Board approval carry out, activities concerned with information relevant to human genetics as it relates to the education of students in general, the education of professionals in human genetics, and the awareness of human genetics by the general public.

The TRAINING AND DEVELOPMENT COMMITTEE shall comprise eight (8) members, at least six (6) of whom must hold trainee membership status at any given time. One (1) member of the ASHG staff will serve as an ex-officio member of the committee, without voting rights. No member of the committee will serve a term of longer than three (3) years. All members must be approved by the ASHG Board of Directors. The Training and Development Committee shall recommend, and upon approval by the Board of Directors, carry out activities concerned with the training and career development of ASHG members, with a special focus on those with trainee status. The committee will serve as a liaison between these early-career geneticists and the ASHG Board of Directors.

The COMMUNICATIONS COMMITTEE shall comprise a maximum of twelve (12) members who reflect a diverse cross-section of the Society’s membership, e.g., research scientists, clinicians, genetic counselors, trainee members, and public-relations representatives from other genetics organizations. The committee members will serve three (3)-year terms, with one-third (⅓) of members rotating off the committee each year, to be replaced by new appointments. No member of the committee may serve more than two (2) consecutive terms. The committee shall provide feedback and recommendations to the staff and Board of Directors and shall participate in the development of Web and print materials, social-media activities, key messages, and strategic planning for ASHG’s communication/public relations programs and initiatives, including press events, and media outreach. The committee’s activities shall promote awareness of human genetics and the Society’s role in the field among the media, the general public, and genetics professionals.

OTHER COMMITTEES: The Board may appoint other standing committees or ad hoc committees as it deems necessary.