

**THE NORTHERN CALIFORNIA BRANCH  
OF THE AMERICAN SOCIETY FOR MICROBIOLOGY**

**CONSTITUTION**

Adopted January 1, 1969; Revised through January 1, 1985; Amended November 11, 1989; Amended May 1, 1994; Amended May 1, 1995; Amended May 1, 1997; Amended December 1, 1997 Revised July 24, 1999; Revised May 1, 2001, Revised November 1, 2006.

ARTICLE I. NAME

This organization is named: Northern California Branch of the American Society for Microbiology, hereinafter NCASM.

ARTICLE II. OBJECTIVES

NCASM exists to: (1) promote scientific knowledge of microbiology and related subjects through discussions, reports, and publications; (2) improve education in the science of microbiology; (3) stimulate scientific microbiological investigations and their applications; and, (4) foster recruitment of newcomers into the profession of microbiology.

ARTICLE III. ORGANIZATION

A. NCASM is a non-profit public benefit corporation organized under Section 237 Old of the Revenue and Taxation Code of the State of California, United States of America. NCASM is organized exclusively for educational and scientific purposes as described for tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954. The American Society for Microbiology (ASM), the parent organization of NCASM, is also a recognized 501(c)(3) tax-exempt organization.

B. No part of the activities of NCASM shall attempt to influence legislation or carry on propaganda nor shall NCASM participate in any political campaign on behalf of any candidate for public office.

C. No part of the net income or assets of NCASM shall ever be to the benefit of any officer or member of NCASM nor any private person or non tax-exempt organization, except that reasonable compensation may be paid for services rendered in the furtherance of the objectives of NCASM.

D. If NCASM shall be dissolved at any time, no parts of its funds or property shall be distributed to its members, rather the Executive Board, after payment of all indebtedness of the organization, shall forward all surplus NCASM funds to ASM or distribute all surplus NCASM funds to other organizations operated exclusively for scientific and educational purposes at that time and qualify as tax-exempt organizations under the existing Internal Revenue Code of the United States of America.

E. The Constitution and By-Laws of NCASM shall be in conformity with the Constitution and By-Laws of ASM, the parent body.

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ARTICLE IV. MEMBERSHIP

A. Eligibility:

1. Individual membership: Any individual who is interested in the science of microbiology and the objectives of NCASM shall be eligible for membership in accordance with the By-Laws of NCASM.

2. Sustaining membership: Any individual, educational institute, research institute, government agency, or industry interested in the science of microbiology and the objectives of NCASM shall be eligible for sustaining membership in accordance with the By-Laws of NCASM.

B. Termination:

Termination of membership shall be in accordance with the By-Laws of NCASM.

ARTICLE V. GOVERNMENT

A. General assembly: *The membership of NCASM shall meet in general assembly and shall have powers and duties as provided in the By-Laws of NCASM.*

B. Special assembly: Special meetings of the membership of NCASM may be called by the Executive Board by mail notice to the membership at least 30 days prior to such special assembly. Special assembly shall have all powers and duties provided for general assembly.

C. Executive Board: During periods between meetings of the membership the Executive Board shall have powers and duties to govern NCASM as provided in the Constitution and By-Laws of NCASM.

1. Executive Board membership: The Executive Board of NCASM shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Councilor. The NCASM Newsletter Editor, the Board of Education and Training (BET) Representative, the immediate past president and Alternate Councilor shall be honorary non-voting members of the Executive Board.

ARTICLE VI. OFFICERS

A. Officers: The officers of NCASM as prescribed in the Constitution and By-Laws of NCASM shall be (1) elective officers and (2) appointive officers selected by the President and approved by the Executive Board.

1. Elective officers: The elective officers of NCASM shall be President, Vice-president, Secretary, Treasurer, Councilor, and Alternate Councilor.

2. Appointive officers: The appointive officers of NCASM shall be, the NCASM Newsletter Editor and the Board of Education and Training (BET) Representative and any Committee Chairperson selected by the President and approved by the Executive Board.

B. Term of office: The term of office of each elected and appointed officer of NCASM shall be two years, beginning on July 1 of each odd-numbered year and ending on June 30 of each odd-numbered year. Each officer shall serve until the installation of his/her duly selected successor. The Councilor may serve no more than two consecutive terms in office.

C. Vacancies: Any in term vacancy, in any office elective or appointive, shall be filled by the nomination of a successor by the President, or highest ranking officer present, and approval by the Executive Board.

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**ARTICLE VII. NOMINATIONS AND ELECTIONS**

**A. Nominations by the Nomination Committee:**

1. **Membership:** The Nomination Committee shall consist of the Councilor, the Vice-President, and three other Full members of NCASM (Full members are members of both ASM and NCASM) . The Councilor shall serve as committee chairperson, and select at least three additional committee members with the agreement of the Vice-President. At least two of the selected members must not be NCASM officers or members who are concurrently serving on other committees.

2. **Nominees for elective office:** *One or more nominations in accordance with the Constitution and By-Laws of NCASM for President, Secretary, Treasurer and Councilor, and two or more nominations for Vice-President and Alternate Councilor shall be made by the Nomination Committee. The incumbent Vice-President shall be automatically nominated for the office of President at the end of his/her then current term of office. The incumbent Alternate Councilor shall be automatically nominated for the office of Councilor at the end of his/her current term of office. "Announcement of Nominations", in a form that indicates that other nominations may be made by the general membership, shall be mailed to each Full, Branch and Emeritus Member of NCASM. Full, Branch and Emeritus Members are defined in the NCASM By-Laws.*

**B. Nominations by petition from the membership:**

*Additional nominations for elective offices may be made by petition duly signed by 10 Full or Emeritus Members of NCASM. The Nomination Committee must receive such petition not more than 30 days after the mailing of the "Announcement of Nominations" by the Nomination Committee. The deadline for the receipt of petitions will be announced prior to the mailing of the "Announcement of Nominations" either by newsletter or alternate announcement.*

**C. Elections:**

Elections shall be by first class mail ballot and shall be conducted each odd-numbered year. Only Full members of NCASM (members of both ASM and NCASM) shall be eligible to vote for councilor and alternate councilor. Full members and Branch members (members of NCASM only) shall be eligible to vote for the remaining NCASM elective officers. The Nominating Committee shall be responsible for the mailing of ballots and the tally of votes. The nominee receiving a plurality of the votes cast shall be elected to each office. Election results shall be announced to the Full Membership of NCASM at the conclusion of the vote tally in each odd-numbered year.

**D. Special award nominations:**

The President of NCASM shall be responsible for nominating exceptional individuals from within the membership of NCASM for awards, honors, and public recognition as deemed appropriate by the Executive Board and/or membership assembly of NCASM.

**ARTICLE VIII. OTHER COMMITTEES AND REPRESENTATIVES**

**A. Program Planning Committee:** This committee, consisting of the Vice-President, who shall serve as chairperson, and at least 10 additional appointed NCASM members, shall arrange the location of each meeting, plan the program format of each meeting, solicit scientific educational presentations, determine meeting expenditures, and recommended appropriate registration fees for each meeting. The membership of the Program Planning Committee shall be appointed by each incoming President. At least one member of this committee should be a student member of NCASM.

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B. NCASM Newsletter Editor: The NCASM Newsletter Editor shall be appointed by each incoming President subject to the approval of the Executive Board. The NCASM Newsletter Editor shall be responsible for publishing the NCASM Newsletter and distributing it to each member. The NCASM Newsletter Editor shall also provide a copy of each issue of the NCASM Newsletter to the Office of Branch Activities of ASM, as well as 5 copies to each Student Chapter of NCASM. In addition to the Newsletter Editor, there will be an Editorial Board which will be responsible for the final draft. The President will act as chair of an Editorial Board, and will appoint at least two NCASM members to the Editorial Board. The NCASM Newsletter is the official publication of NCASM and shall be published at least three times each year.

C. Board of Education and Training (BET) Representative: The BET Representative shall be appointed by each incoming President subject to the approval of the Executive Board. The BET Representative shall be responsible for liaison between NCASM and ASM regarding matters of continuing education credits, ASM Board of Education and Training certification programs, and professional registries. The BET Representative shall also be responsible for representation of NCASM at science fairs, exhibits, and other similar events in Northern California.

D. Additional committees and representatives: The Executive Board and/or the membership assembly may appoint additional committees and representatives as needed to promote the objectives of NCASM.

#### ARTICLE IX. FINANCES

##### A. Fees

1. Membership dues: Membership dues in accordance with the By-Laws of NCASM shall be recommended by the Membership Committee and approved by the Executive Board.

2. Registration fees: Registration fees for meetings in accordance with the By-Laws of NCASM shall be recommended by the Program Planning Committee and approved by the Executive Board. All other registration fees will be determined and approved by the Executive Board.

3. Donations: NCASM may solicit and receive grants and donations in support of its educational and scientific objectives.

#### ARTICLE X. QUORUM

A. Assembly: At any General or Special Assembly of the membership of NCASM, 5% of the total membership eligible to vote shall constitute a quorum, provided that notice of such assembly has been mailed or emailed to all members at least 30 days prior to such meeting.

B. Executive Board: At any meeting of the Executive Board, any three voting members shall constitute a quorum, provided that notice of such meeting was made to all Executive Board members at least 30 days prior to such meeting.

#### ARTICLE XI. STUDENT CHAPTERS

Student Chapters may be formed with NCASM in accordance with the By-Laws of NCASM and in conformity with the Constitution and By-Laws of ASM.

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ARTICLE XII. AMENDMENTS TO THE CONSTITUTION

A. Proposal: A proposed amendment to the Constitution of NCASM, not in conflict with the Constitution and By-Laws of ASM, endorsed in writing by at least 10 Full or Emeritus members of NCASM and accompanied by a statement of reason for adoption, shall be presented to the Executive Board and shall thereupon be communicated in writing to all Full, Branch and Emeritus Members and shall become a special order of business for a hand vote at the next scheduled General of Special assembly. Proposed By-Laws and amendments to By-Laws approved by a 2/3 vote of those present and voting become adopted immediately. Only Full, Branch and Emeritus Members shall be eligible to vote.

B. Voting procedure: The Executive Board shall be responsible for accurate tally of the vote.

ARTICLE XIII. BY-LAWS

A. Proposed By-Laws and amendments to By-Laws, not in conflict with the Constitution and By-Laws of ASM, endorsed in writing by at least 5 Full or Emeritus Members and accompanied by a statement of reason for adoption, shall be presented to the Executive Board and shall thereupon be communicated in writing to all Full, Branch and Emeritus Members and shall become a special order of business for a hand vote at the next scheduled General of Special assembly. Proposed By-Laws and amendments to By-Laws approved by a 2/3 vote of those present and voting become adopted immediately. Only Full, Branch and Emeritus Members shall be eligible to vote.

B. Voting procedure: The Executive Board shall be responsible for an accurate tally of the vote.

ARTICLE XIV. INTERPRETATION

A. Interpretation of the intent or language of the Constitution and By-Laws of NCASM shall be determined by a majority vote of the Executive Board.

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**THE NORTHERN CALIFORNIA BRANCH  
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**BY-LAWS**

**SECTION A. MEMBERSHIP**

1. Membership in NCASM may be obtained by application to the Secretary and payment of the appropriate dues.

(a) Individual membership: Individual members of NCASM shall consist of four classes; Full, Branch, Student, and Emeritus:

(1) Full members: Any Full member in good standing of ASM shall be eligible for Full membership in NCASM. Full members shall have all rights and privileges in accordance with the Constitution and By-Laws of NCASM.

(2) Branch members: Any individual interested in the objectives of NCASM shall be eligible for Branch membership in NCASM and shall have all rights and privileges in accordance with the Constitution and By-Laws of NCASM. According to the ASM By-Laws, Article VII, section 6: "A Branch may include in its membership persons other than members of the Society, but such persons shall not be elected as branch officers. Nonmembers of ASM may have voting privileges in the branch, except they are not eligible to vote, or serve as the ASM Councilor or Alternate Councilor."

(3) Student Members: Any individual interested in the objectives of NCASM and currently enrolled as a student in an accredited college or university shall be eligible for Student membership in NCASM. Student Members shall not have the right to vote or hold elective or appointive office. Student members shall have all rights and privileges in accordance with the Constitution and By-Laws of NCASM.

(4) Emeritus members: Upon retirement, individuals who have been NCASM members for at least twenty (20) years may apply for Emeritus membership. The NCASM Secretary will submit an application to the Executive Board for consideration of Emeritus status. Upon the approval of the Executive Board, Emeritus members shall be exempted from NCASM. Emeritus members shall be eligible to vote and hold elective or appointive office. Emeritus members shall have all rights and privileges in accordance with the Constitution and By-Laws of NCASM.

(b) Sustaining membership: Any individual, educational institute, research institute, government agency, or industry interested in the science of microbiology and the objectives of NCASM shall be eligible for Sustaining membership in NCASM. Sustaining membership may be obtained by application to the Secretary and payment of the appropriate dues. The names and addresses of Sustaining members shall be published in each issue of the NCASM Newsletter. Sustaining members shall have all rights and privileges in accordance with the Constitution and By-Laws of NCASM.

## 2. Termination of membership.

(a) Any individual who would like to terminate their membership may do so by written notice to the Secretary. Any dues paid will not be reimbursed.

(b) Any member who has failed to pay annual dues for six months to NCASM shall automatically forfeit membership in NCASM and shall be notified of such termination by the NCASM Secretary, through the NCASM Newsletter mailing label or via email.

(c) Discontinuance of membership for reasons other than voluntary termination or failure to pay dues shall be by action of the Executive Board. Members whose conduct is inimical to the objectives of NCASM, injurious to it, or affecting its reputation adversely may have their membership discontinued or terminated upon notification of the Executive Board. The individual or institution whose membership is threatened, or their representative, shall be entitled to appear before the Executive Board prior to the vote on membership termination.

## SECTION B. PAYMENT OF DUES

1. Dues shall be payable *either directly to the Secretary of NCASM or via the ASM Branch Dues Collection program as outlined at:*

<http://www.asm.org/microbe/index.asp?bid=37569L>.

*Membership shall run from January 1<sup>st</sup> to December 31<sup>st</sup> with dues payable by January 1<sup>st</sup> of each year.*

*(a) Annual dues for Full and Branch members shall be \$25.00.*

*(b) Annual dues for Student members shall be \$5.00.*

*(c) Emeritus members shall have their dues waived.*

*(d) Annual dues for Sustaining members shall be a minimum of \$250.00 to a maximum of \$3000.00 as set annually by the Executive Council. Exhibitors fees are not included as part of the Sustaining membership fee.*

## SECTION C. MEETINGS

*Not less than one General Assembly of the membership of NCASM shall occur each year for educational scientific presentations and the transaction of business, including a Treasurer's Report. The date, location, format and registration fee for each meeting shall be the responsibility of the Program Planning Committee and the Executive Board. The meeting may include any of the following: lectures, workshops, paper presentations, an ASM Foundation Speaker, and other activities within the objectives of NCASM.*

## SECTION D. GOVERNMENT

1. General Assembly: At each meeting of the membership there shall be at least one business meeting to consider such matters as shall be appropriate.

### 2. Executive Board:

(a) The Executive Board shall receive reports from all officers and committees and act upon the recommendations and resolutions contained in these reports.

(b) The Executive Board, on behalf of the general membership of NCASM, may sponsor Student Chapters (within the territorial limits of NCASM), to the ASM Council for official recognition.

(c) As the legislative body of NCASM, the Executive Board must consider all proposed amendments to the Constitution and By-Laws of NCASM.

## SECTION E. OFFICERS

1. **Qualifications:** Only Full members of NCASM shall be eligible for elective offices. Full, Branch or Emeritus Members shall be eligible for appointive offices.

2. **Duties:** The duties of the officers of NCASM shall be those ordinarily associated with the official titles, and such other duties as deemed appropriate by the Executive Board. Each officer shall report at least annually to the Executive Board on the conduct and status of his/her office.

(a) **President:** The duties of the President are to provide leadership and guidance to the officers in their responsibilities; to arrange and preside at all General Assemblies and Executive Council meetings; to be acquainted with and guide the organization in following the Constitution and By-Laws; to appoint the NCASM Newsletter Editor, the BET representative and other Committee Chairpersons. The President acts as an ex-officio member of all committees, and guides Committee Chairpersons in the performance of their duties. The President will complete any requests from ASM by the requested deadline. At the end of the President's term, the President will prepare an orderly transfer of business, authority, and responsibility to the incoming President.

(b) **Vice-President (President-Elect):** The duties of the Vice-President are to provide leadership in the absence of the President and to Chair the Program Committee for the annual General Assembly, including appointing members to the Committee (with the help of the President), arranging planning meetings, meeting locations, and overseeing the program sessions and speakers. the Vice-President is the President-Elect and should be familiar with the Constitution and By-Laws of the Association.

(c) **Secretary:** The Secretary, in general, shall be responsible for communication between NCASM and ASM. The Secretary of NCASM shall forward to ASM the names of all duly elected and appointed NCASM officers and representatives and shall notify ASM promptly of any changes. The Secretary will complete any additional requests from ASM by the requested deadline. In addition, the Secretary shall keep minutes of all business meetings and all Executive Board meetings, as well as maintain all other records appropriate to his/her office. The Secretary of NCASM shall transmit upon adoption or amendment, copies of the NCASM Constitution or By-Laws to ASM for approval, as consistent with the ASM Constitution. The Secretary shall make available to each member and each newly elected or appointed officer a copy of the NCASM Constitution and By-Laws.

(d) **Treasurer:** The treasurer shall be responsible for the receipt of dues and meeting registration fees, the payment of bills, the maintenance of bank accounts and insurance and the timely completion and filing of all necessary state and federal information and tax forms. The Treasurer shall prepare and file those tax forms appropriate for his/her term of office. The Treasurer shall provide a balance sheet of meeting expenses and receipts of each membership assembly and NCASM function for publication in the NCASM Newsletter. In addition, the Treasurer shall present an annual financial report at each General Assembly.

(e) **Councilor:** The Councilor shall represent NCASM at the annual meeting of ASM. The Councilor, as a member of the ASM Council, shall help to formulate policies and aid in the management of ASM. The Councilor in exercising the duties of his/her office shall keep in mind the best interests of NCASM and ASM.



## SECTION E. OFFICERS

### 2. Duties (e) Councilor: (cont'd)

The Councilor represents the majority interests of NCASM and shall report activities of the ASM Council to the Executive Board of NCASM and submit reports for publication in the NCASM Newsletter. On request of the Councilor and the approval of the Executive Board, NCASM may pay travel expenses of the Councilor to attend meetings of the ASM Council. In the absence of the Councilor and on request of the Executive Board the Alternate Councilor shall assume the duties of the Councilor.

## SECTION F. BANK ACCOUNTS AND EXPENDITURES

1. All NCASM funds shall be maintained exclusively in bank accounts approved for such purposes by the Executive Board. Authorized expenditures of NCASM funds shall be by check only. The Treasurer, or either the President or Vice President in the Treasurer's absence must sign each check.

2. Expenditures may be made, in general, only by specific authorization of the Executive Board and must be within the limit budgeted for each item.

## SECTION G. STUDENT CHAPTERS

1. ASM Student Chapters (within the territorial limits of NCASM) shall fulfill the following requirements:

(a) Prior to sponsorship by NCASM a Student Chapter shall submit a copy of its constitution and by-laws to the Executive Board of NCASM. Such constitution and by-laws must be in conformity with the Constitution and By-Laws of both NCASM and ASM.

(b) Membership shall be available to all students interested in a discipline of microbiology and interested in the objectives of both NCASM and ASM.

(c) A faculty advisor who is a Full member of NCASM must represent each ASM Student Chapter, and shall be the official representative of the Student Chapter to NCASM.

(d) An annual report of each Student Chapters' activities and functions shall be submitted to the Executive Board by July 1 of each year.