

Chlamydia Basic Research Society (CBRS)

Constitution

Article I: Name

The name of the Society shall be the “Chlamydia Basic Research Society” (CBRS).

Article II: Purpose

This association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

- A. To encourage basic research in Chlamydial biology and pathogenesis.
- B. To provide a forum for the exchange of information among scientists engaged in research on basic Chlamydial biology and pathogenesis.
- C. To promote the development of young scientists in Chlamydial research by encouraging their active participation in Society meetings and activities.

Article III: Membership

There will be four categories of membership. (i) Regular, (ii) Emeritus, (iii) Trainees (students and postdocs), and (iv) Honorary.

- A. **Regular.** All persons who by their professional work have demonstrated interest in the objectives of the Society are eligible for regular membership. A regular member is one who has paid the current dues and participates in the Society activities. Regular members will be entitled to receive all communications of the Society and to vote on matters submitted by mail or at the business session of the Conference. Regular members are eligible for election to office as specified in the constitution and by-laws.
- B. **Emeritus member.** An emeritus member is a Regular Member who has retired. Emeritus membership shall be a lifetime membership and shall not require payment of dues or Conference registration fees. Emeritus members will have voting privileges.
- C. **Trainees.** Trainees (students and postdoctoral fellows) are encouraged to participate in the Society activities and receive communications but do not have voting rights.
- D. **Honorary membership.** The Society may elect to honorary membership such persons who are deemed deserving of this honor on the basis of contributions to the fields of interest and endeavor encompassed by the purposes of the Society. Honorary

membership shall be a lifetime membership and shall not require payment of dues or Conference registration fees. Honorary members will have voting privileges.

Article IV: Officers and Executive Council

- A. The officers of the Society shall be President, President-elect, and a Secretary-Treasurer whose duties shall be those usually performed by such officers. There will also be 3 council members to assist in decision-making. These officers and council members shall be elected at the business session of each Conference. The President, the President-elect, and the Council members shall serve for two years. The Secretary-Treasurer will serve for four years or until a successor is elected. They shall take office at the conclusion of the Conference at which they were elected and shall serve until their successors have been elected and installed in office.
- B. The Executive Council will consist of the elected officers, the immediate past-President, and 3 council members.
- C. The roles of the Executive Council are to (i) appoint the Conference Committee, (ii) suggest the time and place of the next Conference, (iii) seek sources of financial support outside of the membership, (iv) to approve the annual audit of the accounts of the Society, (v) serve as the nominating committee for the officers and the 3 member council, and (vi) appoint ad hoc committees if the need arises.
- D. The voting members will elect the officers and council members at the time of the Business meeting. The Executive Committee will serve as the nominating committee, but additional nominees can be suggested by voting Members at the Business Meeting.

Article V. Committees

There shall be a Conference Committee responsible for organizing each Conference that will be appointed by the Executive Council at the time of the prior Conference. The Chair of the Program Committee is the President-elect.

Article VI. The Conference and Business meeting

- A. The Conference will be held every two years on dates and places to be suggested by the Executive Council and voted on by the Regular Members at the Business Meeting. The intention of the Society is to keep the Conference in an easily accessible and affordable location to facilitate the involvement of trainees.
- B. The Business meeting will be held at the time of the Conference. At this time, the new officers are elected and current Secretary-Treasurer will present a financial report for approval. The Business meeting will be open to everyone registered for the meeting.

- C. The Conference committee will have the responsibilities of selecting the topics, speakers, and program for the Conference. It will make recommendations on how to use any funds available to subsidize trainee participation in the meeting. The President-Elect will chair the conference committee. The Conference committee will make these recommendations to the Executive Council.

Article VI. Registration fees and dues.

- A. Dues will be assessed every two years and will be payable at the time of registration for the Conference. Dues will be set by the Executive Council.
- B. The Registration fee shall be fixed by the Executive Council based upon recommendations of the Program Committee and shall be sufficient to defray expenses incurred by the Conference. Surplus funds shall be turned over to the Secretary-Treasurer to be allocated toward the expenses incurred during the next conference. Special reduced registration fees for trainees may be set by the Executive Council.

Article VII. Distribution of Minutes of the Business Meeting and Copies of the Constitution and bylaws.

The Minutes of the previous business meeting shall be prepared by the Secretary-Treasurer and will be made available during the Conference. Copies of the current Constitution and By-laws shall be sent to members of the Society upon request.

Article VIII. Amendments.

The Constitution and By-Laws of the Society may be amended by a vote of the majority of the Voting Members attending the regular Business meeting held at the time of the Conference, with the notification of the proposed changes to be made to the President at least 1 week, and preferably several weeks, before the said business meeting.

Article IX. General Prohibitions

Notwithstanding any provision of the Constitution or By-Laws which might be susceptible to contrary construction:

- A. The Society shall be organized exclusively for scientific and educational purposes and shall engage in those activities permitted under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

- B. No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- C. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise of attempting to influence legislation.
- D. The Society shall not participate in or intervene in (including the publishing or distributing of Statements) any political campaign on behalf of a candidate for public office.
- E. The Society shall not be organized or operated for profit.
- F. The Society shall not:
 - 1. lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to,
 - 2. pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to,
 - 3. make any part of its services available on a preferential basis to,
 - 4. make any purchase of securities or any other property for more than adequate consideration in money or money's worth from,
 - 5. sell any securities or other property for less than adequate consideration in money or money's worth to, or
 - 6. engage in any other transaction which results in a substantial diversion of its income or corpus to, any officer, member of the Council, or substantial contributor to the Society.
- G. The prohibitions contained in the Section F do not mean to imply that the Society may make such loans, payments, sales or purchase to anyone else, unless such authority be given or implied by other provisions of the Constitution or By-Laws.

Article X. Dissolution

Upon dissolution of the association, the Executive Council shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such a manner , or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common

Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

