

biology. Graduate members may not vote, hold elective office, nominate new members, or sponsor papers by non-members at the Society's annual scientific meeting. Graduate members are eligible for automatic promotion to associate membership by certifying that they have attained the necessary qualifications. Graduate members may remain in this status for a maximum of five years.

SECTION 5. Undergraduate Membership. Individuals who are undergraduate students will be eligible for undergraduate membership in the Society. Undergraduate members shall enjoy those privileges of membership as designated by the Council. Undergraduate members may remain in this status for a maximum of five years.

SECTION 6. Membership Applications. Application forms and eligibility regulations will be furnished by the Executive Director. All applications for regular membership will be endorsed by one regular member of the Society. Applications for associate membership will be endorsed by the applicant's department chair or faculty advisor certifying that the applicant is a graduate student or postdoctoral fellow. Applications for associate members at will

Article VII, Section 3, of the Bylaws sh

SECTION 5. The Treasurer. The Treasurer shall be responsible for the custody of all funds and securities of the Corporation; shall report semi-annually to the President and the Council as to the financial condition of the Society; and shall, at the annual meeting, submit a certified statement of the Society's financial condition.

SECTION 6. The Treasurer-Elect. The Treasurer-Elect shall be that individual elected to become Treasurer in the year following election as Treasurer-Elect; shall serve as Treasurer in case of the inability of the Treasurer to serve, which service shall not affect succession to the office of Treasurer in the year following election as Treasurer-Elect.

SECTION 7. Executive Director. The Council may appoint and compensate an Executive Director to assist in managing the functions of the Society, including the receipt and

B. Duties. The Finance Committee shall meet at the time of, or prior to regularly scheduled meetings of the Council, and upon the call of the Treasurer or the President to

ARTICLE VI. Nominations and Elections.

SECTION 1. Nominating Committee. The Nominating Committee shall consist of three members elected by the membership, three members at-large appointed by the President with the approval of the Council, the President, the Secretary, and the President-Elect or Past-President. One member will be elected by the membership each year from a slate of no less than two nominees for a three year term. One at-large member will be appointed each year for a three-year term and cannot be serving on the Council at the time of appointment. The members of the Nominating Committee must be from separate institutions. The President will appoint a Chair of the Nominating Committee from either the elected or appointed members. No member shall serve more than one three-year term as an appointed or elected member of the Nominating Committee.

SECTION 2. Nominations.

A. The Nominating Committee shall make not less than two nominations each for the offices of President-Elect and Secretary, four nominations for the positions of Councilor and one nomination for the position of Treasurer-Elect. Furthermore, the Nominating Committee in each year shall make not less than four nominations for positions on the Publications Committee in accordance with the provisions of Article VIII, Section 3. The names of nominees for each office shall be listed alphabetically on the ballot.

B. The nominations by the Nominating Committee must be transmitted to the Executive Director at least three months before the annual meeting at which they are to be considered.

C. The Executive Director shall prepare and send to every Regular, Associate, Emeritus and Honorary member, at least one month prior to the election, an electronic or printed ballot listing all candidates whose nominations have been properly made.

SECTION 3. Elections.

A. The members shall individually vote on the ballots presented to them by the Executive Director. The election will be closed ten working days prior to the Business Meeting.

collection of income and other monies due, with power to receipt for the same and to endorse for deposit all checks payable to the Society or an Officer or to ASBMB Publications for income or other monies due. The Trust Company shall, upon appropriate authorization, implement the investment or reinvestment of the capital of the funds, the disbursement of principal or of income and shall keep books of account and render statements for each fund in its custody on a monthly basis.

ARTICLE VIII. Publications.

SECTION 1. Publications. The Publications of the Society shall include the Journal of Biological Chemistry and all other publications sanctioned by the Council.

SECTION 2. Publications Committee. The Publications Committee shall have responsibility for reviewing all publishing activities of the Society, and reporting its recommendations to the Council at all regularly scheduled meetings. It shall advise the Council on policy, ethical, and legal issues that may arise from operation ASBMB Publications. It shall advise the Editor(s) of ASBMB Publications on editorial matters.

SECTION 3. Membership of the Publications Committee. The Publications Committee shall consist of _____ members of the Society from different institutions. Six members, two per year, shall be elected by the Society from a slate of at least four candidates selected by the Nominating committee.

The term of office shall be three years and members shall be eligible for re-election and/or re-appointment for one additional term. The Editor(s) of ASBMB Publications will be a member(s) ex-officio of the Publications Committee, without power to vote.

SECTION 4. Chair of the Publications Committee. The Publications Committee shall elect a Chair-elect from its own membership from those individuals serving in their second year on the Committee. The Chair-elect shall become the Chair for the third year of service on the Committee.

ARTICLE IX. Scientific Publications of the Society.

SECTION 1. Editor and Deputy Editor. The Editor(s) of the scientific publications of the Society shall be appointed by the Council for a term not to exceed five years, and may be re-appointed for five year terms subject to review. The Deputy Editor(s) will be selected from the Associate Editors by the Editor, in consultation with the Associate Editors, subject to approval by the Council. The Deputy Editor will serve a five year term and may be re-appointed by the Editor, with the approval of the Council. The Editor shall have direct responsibility and authority, subject to review by the Publications Committee, for conducting the editorial activities of the publication. The Deputy Editor shall perform these duties delegated by the Editor and shall assume the responsibilities on an interim basis, should the Editor be unable to perform his or her duties. In the event that the Editor cannot continue, the Council will identify and appoint a new Editor.

SECTION 2. Associate Editors. The Associate Editors, as a Committee of the whole, shall be responsible for all matters pertaining to editorial content, including selection of the Editorial Board. The Editor will serve as the Chair of the Committee of Associate

Editors. New Associate Editors will be nominated for renewable five-year terms by the Editor, with approval of the current Associate Editors and the Publications Committee. Nomination for renewal of an Associate Editor's ito

All terms, elected and appointed, shall be for three (3) years (except as noted below for individuals completing the terms of members who leave the committee). PAAC members may be re-elected or re-appointed to a second term (the Chair is automatically appointed to a second term). No PAAC members will serve more than two terms. In the event that a member of the PAAC is unable to continue to serve, their term will be

ARTICLE XIII. Indemnification.

The Society shall indemnify an officer, Councilors, duly appointed or elected Committee members, Editors, Associate Editors, Editorial Board members, or employee against any and all expenses and liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the Society or otherwise, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been an officer, Councilor or employee of the Society to the full extent permitted by Sections 721-727 of the Not-For-Profit Corporation Law of the State of New York, and may exercise any powers it is authorized by those sections to exercise, including the power to purchase and maintain indemnification insurance; provided, however, that there shall be no indemnification in relation to matters as to which such officer, Councilor or employee shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Society for damages out of his or her own negligence or misconduct in the performance of a duty to the Society.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements, and judgments, fines and penalties against and amounts paid in settlement by such officer, Councilor, or employee. The Society may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any officer, Councilor, or employee; provided, however, that such officer, Councilor, or employee shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he/she is not entitled to indemnification under this Article.

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such officer, Councilor, or employee may be entitled, under any law, by-law, agreement, vote of the Council, or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an officer, Councilor, or employee.

If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIV. Amendments.

SECTION 1. Vote Required. Any of these Bylaws may be altered, amended or repealed, or new Bylaws be adopted by the affirmative vote of two-thirds of the entire Council, or by a three-fifths majority vote of the membership voting at a duly constituted meeting, provided that notice of such meeting shall have stated the substance of the Bylaw to be altered, amended, repealed or adopted; and provided, further, that in the case of such amendment of the Bylaws by the Council, such notice provision may be waived with the unanimous consent of all members of the Council.

SECTION 2. Manner of Presentation. Proposed amendments to the Bylaws may be initiated (a) by the Council, or (b) by petition signed by at least twenty-five members from at least three institutions and sent to the Secretary at least three months prior to the meeting at which they are to be considered.