

BY-LAWS  
FOR  
THE FRIENDS OF BIOLOGY GRADUATE STUDENTS INC.

ARTICLE I: OFFICES

The principle office of the corporation shall be housed in The Division of Biology, room 138 Ackert Hall, Kansas State University, Manhattan, KS 66506. The Corporation may have other offices within the state of Kansas as deemed necessary by the Executive Board as the operations of the Corporation may require from time to time.

ARTICLE II: MEMBERS & MEETINGS

Section 1. Membership is free. Membership to the corporation is not based on creed, color, sex, or sexual orientation; no person may be excluded from membership based on creed, color, sex, or sexual orientation. All students accepted into the Kansas State University, Division of Biology Graduate Program are eligible for membership. Membership benefits may be extended to persons not in the Kansas State University Division of Biology, based on a simple majority vote of acceptance, of the current BGSA Inc. membership at the time of application for membership acceptance. Membership can be repealed or rejected to any person whose membership is found to be inconsistent with the stipulated goals and mission statement of the Corporation as spelled out in the Corporations Articles of Incorporation, Section 3.a., so long as membership is not refused or repealed based in any way on creed, color, sex, or sexual orientation.

Section 2. Quorum for regularly scheduled meetings will be met if at least two Executive Board Members and 9 regular members are in attendance. Quorum for special session meetings will be set by a 2/3 majority vote of the Executive Board and must be made available to the general membership at least two weeks prior to the scheduled date of the special session meeting.

Section 3. A faculty advisor will be encouraged to attend BGSA Inc. meetings to provide guidance and continuity between years. A faculty advisor will hold the position until s/he seeks replacement or is deemed unsuitable for the position. A new faculty advisor can be nominated and elected by a majority vote at a regularly scheduled BGSA Inc. meeting with at least 10 members present.

At the time of incorporation the faculty advisor of record is Dr. Dave Rintoul.

Section 4. Meetings will be held once monthly. Meeting day and time will be chosen by simple majority vote of all members present at the first meeting of the fall semester. The first meeting of the fall semester will be called and scheduled by the president and must be called no later than Sept. 15.

Section 5. Meeting dates will be set by the president or secretary after consulting the president or vice president, and all members will be notified via email of the meeting at least 1-week prior to the date of the meeting.

Section 7. Meetings will be conducted by the president or vice president if the president is not in attendance. Only the president or vice president, or next highest ranking member of the Executive Board if the president and vice president are not in attendance, may call for an official vote on BGSA Inc. club business. However, should a vote be deemed necessary by the membership and not be called by either the president or vice president a  $\frac{3}{4}$  majority vote of all members present in favor of a vote will constitute an executive officer call for a vote. The issue must then be immediately voted on by all members present at the meeting.

Section 8. Meetings will follow a town hall or courtroom discussion format with the highest ranking executive officer (normally the president) acting as chair.

Section 9. Meeting minutes will be posted on the Corporation's website within 1 week of the meeting.

### ARTICLE III: EXECUTIVE BOARD

Section 1. General. The property and affairs of the corporation shall be managed by its governing bodies which shall be known as the Executive Board. Each elected officer for the club is considered a member of the Executive Board. All members of the Executive Board have equal voting rights among the Executive Board members, excepting the president, who has the power to cast a tie breaking vote in addition to their normal voting privileges should such be found necessary. The Executive Board shall have and is vested with all and unlimited powers excepting where expressly prohibited by the Articles of Incorporation, the By-Laws of the Corporation, or by law, to supervise, control, direct and manage the property and affairs, activities and finances of the corporation, to determine policy for the corporation, and to do or partake in any lawful activity on behalf of the Corporation. The Executive Board shall not authorize or engage the corporation in any activity not permitted to be transacted by the Article of Incorporation or by a not for profit as organized under the laws of the State of Kansas. None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation, and all income and property of the corporation shall be applied exclusively for such charitable, educational, and scientific purposes as the executive board may deem to be in the public interest, or by any method which the executive board may from time to time deem advisable. No part of the corporation's activities shall be engaged in carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not intervene or participate in any political campaign for any candidate for public office. No assets of the Corporation shall go to the direct benefit of any member of the Executive Board, nor shall they be used to the direct financial gain of any member of the

Corporation. The Executive Board is expressly granted the following powers: 1) to modify, restrict, and place conditions on the distributions of any funds, 2) to replace, assign, or limit committee membership or powers as deemed necessary by the Executive Board, consistent with the By-Laws of the Corporation, and not inconsistent with the Articles of Incorporation, of the Corporation, 3) to engage in public outreach or charitable activities on behalf of the Corporation in a manner consistent with the stipulated goals of the organization as spelled out in Section 3.a. of the Articles of Incorporation, 4) any other special powers or privileges expressly given to the executive board either by vote of the membership or as outlined in the roles and responsibilities of each Executive Board Officer in Article IV of these by-laws, so long as such powers are not inconsistent with tax law for a 501c organization, the laws of the State of Kansas, or the polices set forth in the Corporation's Articles of Incorporation.

Section 2. The powers specifically assigned to each member of the Executive board are spelled out in Article IV of these By-Laws. Other powers may be extended to each Executive Board officer as deemed necessary by consensus of the Executive Board or by majority vote of the general membership, excepting in situations where expressly prohibited by the By-Laws herein.

Section 3. Officer will be elected to their positions by a majority vote of all members, and their term will be for one year lasting from 1-January – 31-Decmeber. Nominations for elections are to be made in October, with voting to take place in November. New Officers are to be introduced at the last meeting of the year in December with their term to take effect in January of the following year. All members, including currently seated officers, are eligible to hold officer positions, but no person may hold the same office for more than two consecutive years. Furthermore, while seated no officer may receive direct financial benefit from BGSA funds.

Section 4. Officers shall be removed from office should they fail to fulfill the duties of their offices, as specified in Article IV of these by-laws. Failure to execute the duties of their office will be determined by the other members of the executive board.

Section 5. If participation in BGSA Inc. falls below the number needed to fill all officer positions, BGSA Inc. shall be dissolved.

Section 6. At the time of dissolution all funds in BGSA Inc. bank accounts will be used to settle all debts incurred by BGSA Inc. After payment of debts any remaining funds will be donated to a charitable 501c organization. The charity to which funds will be donated will be selected by the current chair of the Division of Biology, at the time of BGSA dissolution.

Section 7. Any officer whose actions are found to be in direct conflict to these By-Laws, the laws of the State of Kansas, or the Articles of Incorporation will be immediately removed form their office. Criminal and or Civil charges will also be filed should such action be deemed appropriate by the remaining members of the Executive Board.

## ARTICLE IV: OFFICERS

Section 1. The officers of this organization shall be: president, vice president, treasurer, secretary, graduate affairs committee (GAC) representative, and Principles of Biology (POB) manual sales coordinator.

### 1. President

Duties include:

- A. Provide motivation for BGSA Inc.
- B. Sets the date and time for monthly BGSA Inc. meetings
- C. Represents or appoints someone to represent BGSA Inc. at SGA and SGC meetings
- D. Registers or appoints someone to register BGSA Inc. with SGCA and SGC
- E. Communicates with committees and oversees committee progress
- F. Oversees voting and holds the tie breaking vote
- G. Holds the power to appoint members to committees when vacant
- H. Is aware of all money matters with BGSA Inc. and is one of four officers with access to BGSA Inc. bank account information, and has keys to the BGSA Inc. petty cash safe.
- I. Oversees the BGSA Inc. constitution revisions and in cases of dispute over contextual meaning is the authority on constitutional governance of BGSA Inc. meaning the presidents interpretation of this constitution is ultimately correct.
- J. Appoint members to hand out T-shirts to visiting scientists and meet with Division guests on behalf of the BGSA Inc.
- K. Appoint interim officer to fill positions vacated for any reason.
- L. An exception to Section 1. 1. K. occurs if the newly appointed member would sit for greater than 70% of the initial term. Under these circumstances a majority vote of the membership is required to approve the president's appointee. An appointee not approved under the above circumstances, must decline the position and the president must nominate a different person for the vacant position.

### 2. Vice President

Duties Include:

- A. Assist the president in the execution of their duties and assume the role of the president in the event the president is unable to perform their duties
- B. Assumes positions on BGSA committees that are unexpectedly vacated
- C. Attends SGC and SGA meetings and or meetings with Division of Biology administration along with the president
- D. Coordinates with committee members, the president and the POB sales representative on fund raising issues.

- E. Is one of 4 officers with access to BGSA Inc. bank account information
- F. Oversees the development and maintenance of the BGSA Inc. web page (WEBMASTER)

### 3. Treasurer

Duties Include:

- A. Is one of 4 BGSA Inc. officers with access to BGSA Inc. bank account information and along with the president has keys to the BGSA Inc. petty cash safe
- B. Oversees the development and sets the yearly Budget
- C. Along with the POB sales coordinator takes sales receipts to the BGSA Inc. CPA accountant, pays KS state sales taxes, and advises the POB sales rep in matters of BGSA Inc. finances
- D. Provides written or oral reports to the BGSA Inc members and officers as to the state of the budget at monthly meetings
- E. Is responsible for monitoring BGSA Inc. finances and ensuring that BGSA Inc. remains fiscally solvent.
- F. Pays any debts owed
- G. Maintains financial records for BGSA Inc.
- H. Along with president and POB sales rep. promptly deposits any newly acquired BGSA Inc. funds.

### 4. Secretary

Duties Include:

- A. Records and publishes minutes of all BGSA Inc. meetings
- B. Distributes email notices about upcoming BGSA meetings and events
- C. Reserves meeting rooms for BGSA Inc. meetings and records attendance
- D. Helps the president in setting the agenda for BGSA Inc. meetings
- E. Conduct yearly questionnaire of BGSA Inc. members to determine organization priorities and agendas. Yearly assessment of how well BGSA Inc. is meeting the needs of its membership
- F. Is able to schedule monthly meetings of the BGSA Inc.
- G. Maintains official records of members service to BGSA Inc. for merit based funds dispersal in the form of grants
- H. Assistant WEBMASTER

### 5. GAC representative

Duties Include:

- A. Represents BGSA to the Division of Biology's GAC
- B. Reports GAC matters to BGSA Inc. at monthly meetings
- C. Is chair of the BGSA Inc. GAC rep support committee

### 6. POB sales coordinator

Duties Include:

- A. Organize and oversee the bi-yearly POB manual sales fundraiser
- B. Contact Division of Biology in Late November for spring semester and late July for fall semester as to the number of students enrolled in POB (BIO 198).
- C. Order the appropriate number of manuals from the publisher at least five weeks prior to the start of sale.
- D. Is one of 4 BGSA Inc. members with access to BGSA Inc. bank records and has access to BGSA Inc. petty cash during the time of manual sales.
- E. During manual sales is to maintain both cash boxes at \$200 cash at all times (\$400 total).
- F. During sales is responsible for removal of cash from sales desk hourly and deposit of daily sales in the BGSA Inc. bank account by 5PM each business day of the sale
- G. Is responsible for contacting book stores and placing signage around campus as to where and when POB manuals will be sold
- H. After the sales week is responsible (along with the president) for getting manuals to students who were unable to purchase them during the sales week.
- I. Works with the Treasurer to pay the publisher after the sale
- J. Works with the Treasurer to pays the state sales tax after the sale
- K. Keeps track of receipts from the sale and networks with the treasurer on manners of finance regarding the sale
- L. Schedules members to work the sales desk and ensures that at least two persons are working the desk at all times during the sale
- M. Chairs the POB manual sales committee
- N. Organizes and keeps track of summer sales and includes those with the fall records. Ensures that the Summer Bill is paid to the publisher before the fall manuals are ordered
- O. Along with the president is the ultimate authority on all matters associated with the POB manual sales fundraiser

Section 2. Officers will be selected at the November meeting to begin service prior to the end of the fall term. All positions serve for one year terms, except for the POB manual sales coordinator who serves a 1.5 year term. This is to allow the current coordinator to train the new coordinator as to the duties involved with the sale. Hence during the spring sale there will be two active POB manual sales coordinators. The previous year's coordinator takes precedence over the newly elected coordinator.

Section 3. Officer nominations will take place in October with elections to be held electronically after the November meeting. Nominations can be made in any way. Nominees will be informed electronically via email. All nominees accepting the nominations will then be asked to provide a brief bio on themselves to be included on the electronic ballot.

Section 4. Winners of the election will be announced during the November, but not later than the December meeting.

Section 5. Officer transitions will take place at the January meeting.

Section 6. Any officer may be removed from their position for conduct deemed inappropriate or for failure to perform their duties as described in Article 3 section 2, by a 2/3 majority vote of BGSA members at a regularly scheduled meeting with at least 10 BGSA members in attendance. The vacancy must be filled as soon as possible by a simple majority vote as outlined above (Article 3 section 3) for normal officer elections.

Section 7. Special provision. A simple majority vote at a BGSA meeting with 10 or more members in attendance will be considered sufficient to dissolve the previous organization and instate the new organization BGSA Inc. under this constitution. With the ratification of this new constitution and for purposes of continuity all currently seated officers of BGSA are considered to be carried over to their same positions in the new Friends of Biology Graduate Students Inc. The first scheduled election for new officers will be held during the fall semester 2008 in the manner outlined in Article 3 of this constitution.

## ARTICLE V: FISCAL

Section 1. Membership is free, and no portion of the budget may include funds from membership dues at any time. This is to remain in effect so long as the organization and its Corporation is in existence. The only way to change the status of membership to the corporation is through 100% consensus vote of all members and Executive Board members in attendance at a regularly scheduled meeting.

Section 2. The budget must be set in the fall semester prior to elections for new officers but after all outstanding bills have been paid in full.

Section 3. The budget must be approved by a 2/3 majority vote of all members present at a regularly scheduled meeting with 10 or more members present.

Section 4. Deviations from the approved budget exceeding 15% of the total budget must be voted on at a regular BGSA Inc. meeting with 10 or more members present. Simple majority approval is sufficient to accept deviations of the approved budget.

Section 5. Funds will be obtained exclusively through the POB manual sales fundraiser. Other fundraisers are prohibited except when deemed advisable by a majority vote of the Executive Board or a 3/4 majority vote of the membership in attendance at a regularly scheduled meeting.

Section 6. Funds will be spent on travel grants, finishing grants, social activities, awards and other items approved by the Friends of Biology Graduate Students Inc. members and Executive Board, as granted by these by-laws and consistent with the Corporations Articles of Incorporation. All officers are prohibited from receiving travel grants during the time they are seated as officers. Officers are permitted to receive funds prior to taking office or after vacating an office.

## ARTICLE VI: STANDING COMMITTEES

Section 1. Committees shall be established as from time to time may be needed and may include but are not limited to, community interaction committees, special fund raising committees, award and travel committees, social event committees and faculty award committees.

Section 2. Committee membership will be on a volunteer basis, and terms shall be 1 year or until the committee is disbanded.

Section 3. The travel grant and awards committee shall be an exception to article VI section 2. The travel grant and awards committee shall consist of at least three and at most five individuals elected by from the membership at the time of officer elections, and again in April. They shall serve on this committee for a term of one semester, and not more than three semesters total. While serving on the travel grant and awards committee, committee members are not eligible to receive Friends of Biology Graduate Students Inc. fund awards or grants. It is recommended but not required that travel grant and awards committee members represent a cross section of the research being conducted by the members of Friends of Biology Graduate Students Inc.

Section 4. Committees failing to meet at least once between 4 regularly scheduled Friends of Biology Graduate Students Inc. club meetings will be automatically disbanded and no travel award points will be granted to members of those committees. Members of a committee that fail to make it to two committee meetings shall be dropped from the committee roster and receive no travel award points for their participation in committees.

Section 5. Exceptions to article VI section 4 can be partitioned at regularly scheduled BGSA Inc. meetings and granted with either 1 approval by the president or 2 simple majority vote of the members in attendance.

Section 6. Participation in committees shall earn Friends of Biology Graduate Student Inc. members points toward merit based awards at a rate specified in the policies/criteria of the Friends of Biology Graduate Students Inc. travel grant and awards committee. These policies are separate from this constitution and can be altered as deemed necessary by the Travel Grant and Awards committee with the approval of the majority of the membership, or unanimous consent of the Executive board (Officers). It is understood that all funds are to be dispersed to the charitable, academic, or scientific benefit of graduate students. It is further understood that the disposition of those funds be based on

demonstrable need for the funds by the recipient of the funds, in a manner consistent with state and federal law governing the disposition of funds of a 501c tax exempt organization and BGSA Inc. travel grant committee policies.

## ARTICLE VII: INDEMNIFICATION OF EXECUTIVE BOARD MEMBERS AND OFFICERS

Section 1. The corporation shall indemnify any person who was or is party to or who is threatened to made party to any civil, criminal, administrative or investigative action (other than action taken by or in the name of the corporation) by reason of the fact that such a person is or was a director, executive board member, officer, employee, or agent of the corporation, or was serving at the request of the corporation as a director, executive board member or officer of another corporation, partnership, joint venture, or trust or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself, create a presumption that the person did not act in good faith and in manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2. To the extent that a person who is a director, officer, or executive board member of the corporation or serving as such to another corporation or joint venture with the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1. of Article VII, or in defense of any claim, issue, or other matter therein, the person shall be indemnified against expenses (including attorneys fees) actually or reasonably incurred in connection therewith.

Section 3. Indemnification of any person under Article VII (unless ordered by a Court) shall be made by the corporation only upon determination that indemnification of the director, executive board member, or officer is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1 of Article VII. Such determination shall be made by the currently seated Executive Board, at the time the indemnification request is solicited. If such Quorum is not possible, due to dissolution of BGSA, then the currently seated chair of the Division of Biology at Kansas State University will make the decision of indemnification on behalf of BGSA.

Section 4. Expenses incurred in defending civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final decision if authorized by the Executive board.

Section 5. Persons not serving as officers or on the Executive Board of the corporation but who are agents of the corporation or acting at the request of the corporation may be indemnified from time to time at the discretion to the executive Board.

Section 6. Indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, executive board member, or officer and shall insure to the benefit of the heirs and executors and administrators of such a person.

Section 7. The assumption by a person of a term of office as an officer, executive board member, committee chair or other as deemed appropriate by the executive board, or as a representative of this corporation shall constitute a contract between such person and the corporation entitling them to all of the rights and privileges of indemnification as afforded by this Article as in effect as of the date of their assumption of office, but such contract shall not prevent the amendment of this Article in respect to any further term of office of such a person or in an respect of any other person.

Section 8. The corporation shall extend the rights of indemnification as stipulated in this Article Section 1, to all actions of all seated officers of the previous registered student organization at Kansas State University known as the Biology Graduate Student Association, for a term of three years from 1-February, 2008.

Section 9. An exception to the expenses and fees subject to indemnification as laid out in Section 1 of this Article is to be investigative fees incurred either by the person in question seeking indemnification from the corporation or an agent of such a person. Investigative fees are to include but not limited to fees incurred by the hiring of a private investigator, attorney, accounting firm, or Internal Revenue Service Agent to investigate actions taken by the individual or the corporation for reasons of determining if indemnity by the corporation is warranted.

## ARTICLE VIII: WAIVER OF NOTICE

Unless otherwise provided by law, whenever notice is required to be given to any member of this corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Kansas Corporation Code, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the given of such notice.

ARTICLE IX:

The By-Laws of this corporation may be altered, amended, or repealed and new By-Laws may be adopted by the Executive Board after written notice of the proposed amendment given seven (7) days prior to any special or regular meeting of the Corporation or Executive Board in a manner consistent with the policies for amendment as laid out in these By-Laws. Each officer of the executive board may waive any and all notices with respect to any proposed amendment by a waiver of notice in, writing, complying with the laws of the State of Kansas and the provisions of Article IX hereof.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2008.