
Society Constitution and Bylaws

Approved by Council on June 9, 2001, with revisions approved by vote of the membership membership, January 15th, 2020.

Constitution

ARTICLE I. – Name

The name of this organization shall be the American Peptide Society, Inc.

ARTICLE II. – Purpose

Section 1.

The purposes of the Society are to advance, promote and disseminate knowledge of the chemistry of peptides to the community of peptide scientists. The Society is committed to including and supporting

Section 2.

The Society is organized exclusively for scientific, literary, educational or charitable purpose under the Internal Revenue Code of 1954.

Section 3.

Notwithstanding any other provision of these articles, the Society shall not carry on any other activity that is not exempt from Federal income tax under Section 501 (c) [3] or corresponding portion of any foreign tax law.

ARTICLE III. – Officers

The Officers of the Society shall be the President, the President-Elect, Immediate Past-Pres

ARTICLE IV. – Council

The Council shall serve as the Board of Directors and is composed of the elected Councilors

ARTICLE V. – Membership

The Society shall consist of various categories of membership including Active Members, St

ARTICLE VI. – Meetings

The Society shall hold at least one scientific meeting and one General Assembly of the men
at least one annual business meeting. Special meetings may be held as required.

ARTICLE VII. – Amendments

Section 1.

A petition to change the Constitution must bear the signatures of at least fifty Active Membr
notified of the proposed amendment(s). Enactment requires the approval of three-fifths of
electronic ballot on the proposed amendment(s). Enactment also requires the approval of a

Section 2.

Amendments made necessary by law will become effective immediately without membersl

ARTICLE VIII. – Termination

If the Society ceases to exist, all monies and assets of the Society after payment of all outst
American Societies For Experimental Biology, which is tax exempt under Section 501 (c) [3]
may be designated for partial or full contribution upon termination of the Society if approve
Council.

Bylaws

ARTICLE I. – Membership

Section 1. Membership Categories

1. Active Member: Any professionally qualified scientist engaged or interested in the chemistry or biology of membership in the Society. Active Members are eligible to vote in Society elections if they are Active Members.
2. Student Member: Any qualified undergraduate or graduate student engaged in the chemistry or biology of membership in the Society.
3. Honorary Member: Any meritorious individual who is approved by a vote of the Council shall be accepted as an Honorary Member.
4. Associate Member: Any individual shall be eligible for an Associate Membership, which is granted by vote of the Council. Associate Members are given access to communications and promotions that are available to Society members.

Section 2. Application and Election of Members

Admission as a member in any of the categories set forth in Section 1 shall be determined by the Council based on the eligibility and fitness of an applicant for admission in such a manner as it shall designate.

Section 3. Membership Resignation

Any Member may resign from the Society by delivering to the Secretary a signed letter of resignation to the source.

Section 4. Review of Membership

Periodically, the Council may review membership to ensure Active Members are current contributors to the community. This review can result in a change in membership status, for example from an Active Member to a Nonpaying Member.

Section 5. Suspension or Expulsion of Members

Any Member may be either suspended or expelled following due process for conduct prejudicial to the Society. VI, Section 3 of the Bylaws shall exclusively govern the suspension of a Member for nonpayment of dues.

Section 6. Membership Reinstatement

Any former Member not expelled by the Council may apply to the Chair of the Membership Committee. A candidate will resume full membership following Committee recommendation, approval by the Council, and payment of dues.

Section 7. Privileges of Active Members

Only Active Members shall be eligible to vote, to be elected to the Council, and to be officers of the Society.

ARTICLE II. – The Officers and Council

Section 1. Election of Council

1. The Society shall be governed by a Council which shall serve as a Board of Directors and consist of at least five members. Council members shall serve for no more than two full consecutive terms. In the event of a change in election procedure, the Council shall be composed of members who have not served more than one term.

- limited period of time (not to exceed one year) until newly elected Council Members have officially taken t
2. With the exception of a change in the election process (section 5, below) the Councilors shall be elected in Active Members at least sixty days prior to the biennial Symposium or by May 1, whichever is the longer pe Society or to another site designated on the ballot, at least fifteen days prior to the biennial Symposium. V to the biennial business meeting at which time the terms of office of the new Councilors shall commence. case of a change in the election process as approved by Council.
 3. (1) One third of the Council is to be elected in each biennial election. (2) There shall be more nominees for expiring Council seats are to be solicited from the membership. Nominations by the Nominating Committe membership. Petition nominations for the Council receiving the signature support of twenty-five Active M be placed on the ballot. (4) The Nominating Committee shall inform the Council of all names to be put on t biographical information for each candidate. The voting procedure shall be determined by the Council.
 4. (1) The five successful candidates for Councilor shall have received the five highest numbers of votes. (2) W will not be included in the final tally.
 5. If a vacancy occurs on the Council, the Council shall designate an Active Member to serve until the next ele

Section 2. Election of Officers

1. (1) The President-Elect is to be elected in each biennial election. The Secretary and Treasurer are to be elec for each office. (3) Direct election of Officers will follow procedures that are in accordance with those for c Committee and timetable for nominations, balloting of active members of the Society, and validation of th a candidate for the office of President-Elect.
2. The Executive Committee will consist of the President of the Society (who will serve as Chairperson of the and the Treasurer of the Society. The Council may give to this Executive Committee any of the Council's pc
3. Should the Nominating Process fail to identify an eligible candidate for any office, the Officers shall be elec election process (section 5, below), this election of Officers shall take place following the biennial election more than one office at a time. The term of an Officer designated to fill a vacancy shall be the unexpired te

Section 3. Terms of Officers

The terms of the President, President-Elect and Immediate Past President shall be two year terms at alternate biennial elections, thereby resulting in overlapping terms. The Secretary i change in the election process (section 5, below), Officers may exceed their designated term newly elected Officers have officially taken their office.

Section 4. Succession of Officers

1. The President-Elect shall succeed to the office of the President upon completion of the President's term. If

succeed to the office of the President upon notification by the Executive Committee. If the President is unable to serve as President. If the unfulfilled term is more than one year, the completion of the resigned President's term shall be held. Both a President and President-Elect will be elected in the next election. If the unfulfilled term is less than one year, the Council, serve as President for the remainder of the unfulfilled term and for the succeeding full term. A President may not serve for more than three consecutive years. Following the completion of the President's two year term, the President shall become a member of the Executive Committee.

2. Should an office of Secretary or Treasurer become vacant, the Council shall elect by majority vote a Council member to fill the vacancy.

Section 5. Change in the Election Process

A change in the election process may be established and approved by Council in the event c
of Officers, (2) direct election of Officers and Council members, (3) direct election of Officer
changes in the election timetable as requested from the existing Council and/or Nominating

Section 6. Removal from Office

If any Officer is unable to execute his/her duties or if he/she performs them in a manner not removed from office by a vote of at least three quarters of the Council. If any Councilor is in a manner not in accord with the goals or aims of the Society, he/she may be removed from the Council by a vote of the Members of the Council. The general membership may petition the Council to consider removing a Councilor. Such a petition must specify reasons and require the signature of at least fifty of the Active Members. The petition must be tendered to the Council.

ARTICLE III. – Duties

Section 1. President

The President shall be the principal Executive Officer of the Society and shall preside at all n Council. At the end of each presidential term a report shall be made to the Members of the the full term. The President shall designate the time, place and agenda for any meeting of the Chairs of the Standing and ad-hoc Committees as required except for the Nominating, Award circumstances, one Councilor shall be appointed by the President to membership of each S Inquiry in cases of professional misconduct.

Section 2. President-Elect

The President-Elect shall, in the absence of the President, preside at all meetings of the Soc executive and other duties ordinarily pertaining to the Office of a Vice President and such o President-Elect shall be a Member of the Executive Committee and shall succeed to the Offi

becoming the President-Elect. If the President-Elect is temporarily unable or unwilling to act in his/her stead, the President-Elect shall designate a Councilor to act in his/her stead.

Section 3. Secretary

The Secretary shall oversee the administration of the Society, the Council and the Executive Committee; ensure open communication among the Executive Committee, the Council and the Members; that minutes of all business meetings of the Society and the Council are recorded; that minutes are transmitted to all Members; that a register is kept with the names and contact information of all Members; that a written notice is sent to each Member at least six months prior to that meeting; that a call for abstracts to be submitted is sent to each Member; and that elections are executed in a timely manner and in accordance with the Bylaws. The Secretary and shall perform all other duties ordinarily pertaining to the Office of Secretary. The Secretary will work with Society staff to execute these duties.

Section 4. Treasurer

The Treasurer shall receive all dues and fees as well as funds donated to the Society and shall manage the Society's funds. Withdrawals from the accounts of the Society shall require the signature of the Treasurer. The Treasurer shall submit annually by the Finance Committee and a report of the examinations shall be made to the Council. Once per calendar year an audit of the Society's books shall be made by an outside auditing firm. Such report shall be transmitted to the Council through the Finance Committee Chair. The Treasurer shall be responsible for all other duties ordinarily pertaining to the Office of Treasurer or delegated to him by the Council. If the Treasurer is unable or unwilling to act, a Councilor designated by the Council shall act in his/her stead.

Section 5. Immediate Past-President

The Immediate Past-President will serve as an advisor to the President and other members designated by the President. If the Immediate Past-President is unable or unwilling to act, the President shall designate a Councilor to act in his/her stead.

Section 6. Executive Committee

The Executive Committee is responsible to the Council for its actions. The Executive Committee shall meet between Business and Council Meetings, except as limited by the Council. The participation of the Executive Committee shall be by a quorum. The Executive Committee may make its own rules for the conduct of its meetings. The Executive Committee shall report on its proceedings to the Council.

Section 7. Council

1. The Council shall be the legislative body of the Society. A majority of the Members of the Council shall constitute a quorum. A majority vote of the Councilors present shall constitute a vote of the Council. Councilors may attend meetings of the Executive Committee.
2. Written promises to pay money above an amount set by Council must have the approval of the President and the Symposium Chair.

3. The Council at its annual meeting shall review the site, format and contents of the next American Peptide Symposium.
4. The Council shall consider for approval policy recommendations from the committees.
5. The Council shall constitute the Board of Inquiry in cases of professional misconduct.
6. The Past Symposium Chair, the Symposium Chair and the Symposium Chair-Elect may attend the meeting to Council.
7. Each elected Councilor must serve on at least one committee.

Section 8. Business Office

The Council shall have the right to establish a Business Office, and to hire staff as needed.

ARTICLE IV. – Committees

Section 1. Nominating Committee

1. The Nominating Committee shall consist of seven Active Members, at least five of whom shall be elected by the Society. The Chair of the Committee shall be appointed by the President of the Society.
2. The Nominating Committee shall prepare a slate of at least eight Active Members as candidates for the next election of the Nominating Committee. The election of the five Active Members shall occur on the same ballot as the election of the President of the Society. The candidates for the Nominating Committee shall be those who have received the highest numbers of votes. Subsequently, the five highest voted candidates shall serve on the next Nominating Committee.
3. With the exception of a change in the election process, the Nominating Committee shall certify, by a report to the Society, the results of the election and the nominations for the Council and/or Officers and the next Nominating Committee.
4. An independent nomination of an Active Member for the Council may be made by a petition of at least two Active Members.
5. The Nominating Committee shall confirm that all nominees are Active Members and have consented to serve on the Nominating Committee and to be nominated for Council as provided in Article II Section 1.C.3.
6. All nominations for Council and for Nominating Committee, together with associated information shall be mailed by post or electronically to all Active Members as provided in Article II Section 1.

Section 2. American Peptide Symposium Committee

1. The Council shall elect the Chair of the Symposium Committee, who shall serve for two years. The Symposium Committee shall be composed of the Chair, Past Chair, and Past Vice Chair, and Elect, and Active Members as appointed by the Chair and approved by a vote of the Council. The Council may also invite other members to the Committee. The Symposium Chair shall be invited to be a Member of the Committee.
2. The Symposium Chair shall be responsible for organizing the next American Peptide Symposium, including the selection of the location, date, and topics, and the selection of the speakers, and the selection of the topics for the symposium.

Symposium Committee.

3. The Symposium Committee shall choose the formats and speakers of the next American Peptide Symposium of the Symposium to the Council for their review at least one year prior to the Symposium.
4. The Symposium Chair-Elect shall be elected by the Council. This election shall normally occur at least three years prior to the Chair at the annual meeting of the Council in the year preceding the Symposium.

Section 3. Finance Committee

A Chair for the Finance Committee shall be elected by the Council from among Council Members. The Chair shall remain as a Member of the Finance Committee for a period of two years. The Chair shall appoint the Treasurer. The Treasurer shall be an ex-officio Member of the Finance Committee. The Finance Committee shall submit such audits to the Executive Committee and Council as described in Article III, Section 4. The Finance Committee shall make recommendations to the Council for approval.

Section 4. Publications Committee

A Chair for the Publications Committee shall be elected by the Council. The Chair shall serve as a Member of the Publications Committee. The Publications Committee shall supervise all publications of the Society. This includes the Society's website, and any social media accounts that represent the Society. The Publications Committee shall report to the Council. It is the duty of the Publications Committee to make publication policy recommendations to the Council regarding the website and all other publications.

Section 5. Liaison Committee

A Chair for the Liaison Committee shall be elected by the Council from among Council Members. The Chair shall remain as a Member of the Liaison Committee for a period of two years. The Chair may appoint one or more members of the Liaison Committee to establish and maintain cordial communication with other scientific organizations as expressed by the American Peptide Society, Inc. or, at the request of the Executive Committee, with the American Peptide Society.

Section 6. Awards Committee

A Chair for the Awards Committee shall be elected by the Council from among Active Members. The Chair shall remain a Member of the Awards Committee for a period of at least two years. For each award, the Chair shall (1) publish a call for submission of nominations for the Award; (2) choose a current Award Nominations Committee from the Society, who shall actively solicit the submission of nominations of worthy individuals for the Award; (3) appoint a Chair of the current Award Selection Committee. The Chair of each Award Selection Committee shall be elected from the members of the Society. The Chair of each Award Selection Committee shall submit to the Awards Committee a confidential written report of the specific details of the procedures used to select the Award. The Awards Committee shall also evaluate proposals for establishing and funding new awards that recognize the accomplishments of individuals.

Section 7. Student Affairs Committee

A Chair for the Student Affairs Committee shall be elected by the Council from among Active Members. Members elected to the Chair shall remain as a Member of the Committee for a period of at least two years. The Student Affairs Committee shall appoint Members by the Chair. The Student Affairs Committee shall foster activities that encourage students in the chemistry and biology of peptides and proteins, encourage their active participation in service at the biennial meeting and develop other activities that will encourage continued student participation.

Section 8. Additional Committees. Additional committees may be formed to address areas of student interest. Formation of new committees, their composition, and their dissolution shall each be approved by the Council.

ARTICLE V – Meetings

Section 1. Place and Date of Meetings

All meetings shall be held at the place and date designated by the Council. Council meetings shall be held at the place and date designated by the Council.

Section 2. Biennial Meetings

The biennial scientific meeting shall be called the American Peptide Symposium. The Council shall call the Symposium upon recommendation by the Symposium Committee.

Section 3. Special Meetings

Special meetings of the Members for any purpose whatsoever may be called at any time by the Council. The Council may call independent meetings as needed. The President shall have the option of convening an independent meeting.

Section 4. Council Meetings

The Council shall meet at least once per year. The Council shall meet at each American Peptide Symposium. The Council may hold a special meeting by mail or teleconference. Rules for Council meetings shall be established by the Council.

Section 5. Proxy Voting

There shall be no voting by proxy.

ARTICLE VI – Dues

Section 1. Annual Dues

The annual dues shall be set by the Council upon recommendation by the Finance Committee.

Section 2. Payment of Dues

Payment of dues shall be on or before January 1 of the membership year. The dues payment

Section 3. Termination for Unpaid Indebtedness

Any Member indebted to the Society for dues or any other item for more than four months terminated unless the indebtedness is paid within two months from the date of notice. If the Council shall terminate the membership. The Council may reinstate a former Member on such terms as the Council may determine, but such reinstatement shall not become effective unless the former Member repays all indebtedness due at the time of termination.

Section 4. Suspension of Dues

The Council may cancel or reduce the dues or indebtedness of any Member or exempt any Member from the payment of dues in its judgment of Council, good cause is shown.

ARTICLE VII – Endowments, Bequests and Gifts

Section 1. Endowments

Endowment funds shall be placed into an account or accounts separate from general funds. The funds shall be used for the purposes intended by the donor, as needed pursuant to the terms set by the donor.

Section 2. Bequests and Gifts

Bequests and gifts may be accepted by the Council on behalf of the Society and may be used for the purposes intended by the donor. All bequests and gifts shall be considered as unrestricted contributions.

ARTICLE VIII – Amendments

Section 1. Initiation by Petition

A petition to change the Bylaws must bear the signature of at least fifty Active Members or the proposed amendment(s). Enactment requires the approval of three-fifths of those Active Members who signed the proposed amendment(s).

Section 2. Amendment by Law

Amendment(s) made necessary by law will become effective immediately without member approval.

Section 3. Bylaws Committee

As needed, the Council may appoint a Bylaws Committee from among Active Members. The recommendations to the Society for such changes in the Constitution and Bylaws as may be in the best interests of the Society shall be referred to the Council for its consideration and action on such business.

ARTICLE IX – Procedure

Procedures and other items not specified in these Bylaws or by action of the Council, shall be determined by the Council.

ARTICLE X – Awards

Section 1. Scientific Awards

The Council may establish awards as is deemed appropriate for fostering the goals and principles of the Society.

Section 2. Travel Awards

The Council may establish travel awards for meritorious individuals to attend the Society sponsored meetings. Nominees shall be selected using the guidelines in Article IV, Section 6.

Section 3. Honorary Memberships

The Awards Committee may recommend nominees for Honorary Membership to the Council. The Council may elect individuals as Honorary Members of the Society.

ARTICLE XI – Professional Conduct and Disciplinary Procedures

Section 1.

Rules of professional conduct for Members of the Society shall be established by amendment of these Bylaws.

Section 2.

Members shall be bound by the rules of professional conduct as established in Article XII, Section 1. Any complaint against a concerned member must be made in writing and shall be considered by the Executive Committee. The Executive Committee shall determine the matter as it may deem necessary and shall either dismiss the complaint or, if the Committee determines that the complaint should be referred to the Council, which shall constitute the Board of Inquiry.

Section 3.

The concerned member shall receive thirty-days prior notification of the time and place of the written copy of the charges. The concerned member shall receive an appropriate opportunity to be heard. A formal Board of Inquiry shall require a two-thirds vote. The Board's decision shall be set forth in writing and be made available to any Member upon request if agreed to by the Member who was subject to the complaint in whole or part, or order the concerned member to be suspended from membership. The Board of Inquiry's decision shall be final and not subject to appeal.

Section 4.

1. Following expiration of the term of suspension the suspended member may apply for reinstatement by sending a written request to the Executive Committee and Council are required for reinstatement.
2. Following a period of two years after expulsion, an expelled member may apply for reinstatement by sending a written request to the Executive Committee and Council are required for reinstatement.

ARTICLE XII – General Prohibitions

Notwithstanding any provision of the Constitution or Bylaws which might be susceptible to challenge, the following provisions shall be enforceable.

Section 1.

The Society shall be organized exclusively for scientific and educational purposes.

Section 2.

The Society shall be operated exclusively for scientific and educational purposes.

Section 3.

No part of the net assets of the Society shall or may under any circumstances inure to the private inurement of any individual. No part of the net assets shall be used for the private inurement of any individual or for the approved services such as audit, speaker's honorarium, etc. All such payments must be made to the Society.

Section 4.

No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation. No part of the activities shall be construed to prevent dissemination of information designed to enable legislative action.

Section 5.

The Society shall not participate in or intervene in (including the publishing or distributing of) for public office.

Section 6.

The Society shall not be organized or operate for profit.

Section 7.

The Society shall not:

1. Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest;
2. Pay any compensation in excess of a reasonable allowance for salaries or other compensation for persons performing services for the Society;
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 to;
5. Sell any securities or other property for less than adequate consideration in money or money's worth to;
6. Engage in any other transactions which result in substantial diversion of its income to any Officer, Member or employee of the Society.

The prohibitions contained in Article XIII do not mean to imply that the Society may make such authority be given or implied by other provisions of the Constitution or Bylaws.



American
Peptide
Society

Association

The American Peptide Society, APS, a nonprofit scientific and educational organization founded in 1990, provides a forum for advancing and promoting knowledge of the chemistry and

biology of peptides.



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