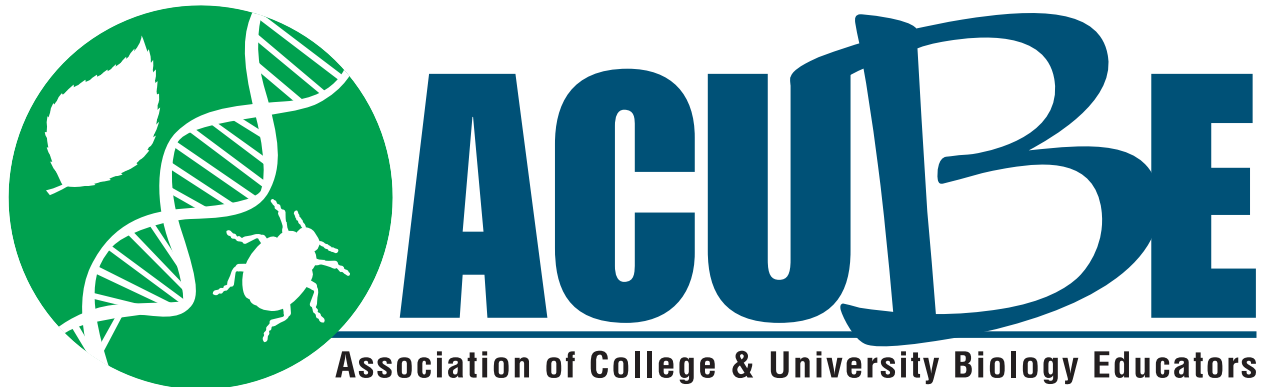


**BYLAWS OF THE
ASSOCIATION OF COLLEGE AND UNIVERISTY BIOLOGY EDUCATORS**



ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1.1 Principal Office. The location of the principal office of the corporation in the State of Iowa will be identified in the corporation's biennial report filed with the Iowa Secretary of State. The corporation may have such other offices, within or without the State of Iowa, as the business of the corporation may require from time to time.

Section 1.2 Registered Office and Registered Agent. The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the Steering Committee.

ARTICLE II. MEMBERSHIP

There shall be five kinds of memberships; regular, honorary life, retired, sustaining, and graduate student. Any teacher in a college or university shall be eligible to become a regular member with full voting privileges. An honorary life membership in ACUBE may be conferred by vote of the Steering Committee on those individuals who have made outstanding contributions to the biological sciences and to biology teaching. Retired membership will be conferred on those regular members who request it following their retirement from active teaching. Regular members who, through change of position, no longer meet the criteria for such membership may continue their membership without loss of privilege. Business firms may become sustaining members on the payment of a sustaining membership fee. Sustaining members do not have the right to vote, but may have an exhibit at the Annual Meeting subject to such rules as may be determined by the host institution. Sustaining members may receive copies of membership lists

with the approval of the Steering Committee. Any graduate student planning on a career in the teaching of biology at the college or university level is eligible to become a member.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. The Annual Meeting shall be held at a place and time selected by the Steering Committee.

Section 3.2. The president will accept invitations for the meeting sites for the succeeding years. Final determination of the meeting sites and dates shall be the responsibility of the Steering Committee.

Section 3.3. A winter meeting of the Steering Committee shall be held at the site of the upcoming annual meeting. If available, ACUBE funds may be used to provide modest housing costs and one meal for the members of the Steering Committee attending the meeting, as well as to defray other costs of individuals attending this meeting on a case-by-case basis as determined by executive committee.

ARTICLE IV. OFFICERS AND STEERING COMMITTEE

Section 4.1. Officers and Steering Committee. The officers of the Association shall be president, president-elect, Program Chair, Local Arrangements and secretary. These six officers, six members-at-large, and the most recent past-president shall constitute the Steering Committee. The Steering Committee shall appoint a treasurer, Bioscene editor(s), ACUBE Website Editor(s), and an historian who shall be ex-officio members of the Steering Committee.

Section 4.2. Powers and Duties of the Steering Committee.

A. The affairs of the corporation shall be managed by the Steering Committee.

B. The Steering Committee will appoint an Editor for the ACUBE website who shall determine web site policies. He or she shall attend Steering Committee meetings as an *ex officio* member.

C. The Steering Committee shall appoint the Bioscene Editor(s), who shall determine publication policies and page charges for non-members.

D. Members of the Steering Committee may be removed from office if they fail to attend all Steering Committee meetings in a one year period (i.e., winter and annual meetings). Exceptions to this may be made on a case-by-case basis by a majority vote of the Steering Committee at the second set of meetings missed by the Steering Committee member. Steering Committee Members may also be removed for misusing ACUBE funds or egregious failure to carry out assigned duties, as determined by a majority vote of the Steering Committee.

Section 4.3. Nominations for the offices of president-elect, secretary, and the members-at-large of the Steering Committee shall be made by a nominating committee of three members appointed by the president.

Section 4.4. The nominating committee shall present a slate of nominees consisting of at least one name for each vacancy at the business session of the Annual Meeting of the Members.

Section 4.5. Nominations may be made from the floor after the committee has made its report.

Section 4.6. Election to office shall be on the basis of a simple plurality of the votes cast by the members present at the business session of the Annual Meeting.

Section 4.7. The president-elect shall automatically succeed to the office of president.

Section 4.8. The president-elect shall recommend and the Steering Committee shall appoint the next Program Chair at the annual meeting two years in advance of the meeting for which the Program Chair shall provide the program.

Section 4.9. The Local Arrangements Chair shall be from the host institution and shall be appointed by the Steering Committee after consultation with representatives from that institution, and at the annual meeting two years in advance of the year during which the meeting will be held at their institution.

Section 4.10. Vacancies in any office with the exception of that of president, president-elect, past presidents, and members-at-large of the Steering Committee, shall be filled by appointment by the Steering Committee.

Section 4.11. A vacancy in the office of president shall be automatically filled by the past president if the office is vacated in the first year of the president's term. A vacancy in the second year will be filled by the president-elect.

Section 4.12. A vacancy in the office of president-elect shall be left vacant until the next annual election. The vacancy shall then be filled by election of a president.

Section 4.13. Vacancies which may occur in the position of member-at-large of the Steering Committee shall be left vacant until the next annual election. The replacement shall complete the original term and may be re-elected for a full term.

Section 4.14. A vacancy in the office of secretary shall be filled temporarily by the past president or president-elect until an election at the next annual meeting can fill the position.

Section 4.15. A contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the contract or other instrument if it is signed by any two officers in category 1 or by one officer in category 1 and one officer in category 2. Category 1 officers include the president and the president-elect. Category 2 officers include the Program Chair, Local Arrangements Chair and the secretary.

ARTICLE V. TERMS AND DUTIES OF OFFICERS

Section 5.1. The term of office of the president shall be for two years. The term of office for the president-elect shall be for one year. The term of office for the past president shall be one year. The term of office for the Program Chair and Local Arrangements Chair shall be for 18 months. The term of office of the secretary shall be for two years. The term of office for the Members at Large shall be three years. The election for secretary shall be held in odd numbered years. The election for president-elect shall be in even numbered years. All terms of office will begin immediately following election. The executive secretary shall serve for a minimum of three years and a maximum of five years at the discretion of the Steering Committee.

Section 5.2. The president shall preside at all Association meetings; chair the Steering Committee; appoint the nominating committee and such other committees as are necessary; in the first year of office as President, recommend to the Steering Committee a nominee for the office of next Program Chair; and perform all other duties pertaining to the office of president.

Section 5.3. The president-elect shall perform the duties of the president in the absence or at the request of president, recommend to the Steering Committee a nominee for

the office of first vice president elect, and work with the Program Chair elect on preliminary plans for the programs for the year she/he serves as president-elect and the first year as president.

Section 5.4. The Program Chair shall be in charge of the program; organize discussion groups, obtain speakers, and take care of any other details of programming. The Program Chair is expected to attend the Steering Committee meetings, be the annual meeting program chair and fulfill duties as outlined in the Steering Committee Handbook.

Section 5.5. The Program Chair elect shall make preliminary plans for the program for the year in which he/she will serve as Program Chair. The first vice president-elect is expected to attend the Steering Committee meetings and will be responsible for the program the following year and fulfill duties as outlined in the Steering Committee Handbook.

Section 5.6. The Local Arrangements Chair is expected to attend the Steering Committee meetings, serve as the chair of the local arrangements committee at the host institution and fulfill duties as outlined in the Steering Committee Handbook.

Section 5.7. The secretary is expected to attend the Steering Committee meetings, keep minutes of the Association and Steering Committee and fulfill duties as outlined in the Steering Committee Handbook.

Section 5.8. The executive secretary is expected to attend the Steering Committee meetings, provide information about the state of the organization and fulfill duties as outlined in the Steering Committee Handbook. The executive secretary is a non-voting member of the Steering Committee.

Section 5.9. The past president is expected to attend the Steering Committee meetings, evaluate the currency of the constitution and fulfill duties as outlined in the Steering Committee Handbook. The past president shall perform the duties of the president in the absence or at the request of president.

Section 5.10. The association historian shall maintain a permanent archive of Association publications, minutes and other memorabilia. The historian is a non-voting member of the Steering Committee but is not required to attend Steering Committee meetings.

Section 5.11. The Members at Large shall serve for three years and are expected to attend the Steering Committee meetings, serve as chairs of Steering Committee Standing committees, assist in carrying out the responsibilities of the organization, and fulfill duties as outlined in the Steering Committee handbook.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 6.1. Contracts. The Steering Committee may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Steering Committee. In the absence of this determination by the Steering Committee, the instruments shall be signed by the president of the corporation.

Section 6.3 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Steering Committee may select.

Section 6.4. Gifts. The Steering Committee may accept on behalf of the corporation any device, contribution, gift, or bequest for the general purposes or for any special purpose of the corporation.

ARTICLE VII. BOOKS AND RECORDS

Section 7.1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Steering Committee and committees having any of the authority of the Steering Committee, and shall keep at the registered or principal office a record identifying the names and addresses of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 7.2. Members' Right to Information

(a) A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current directors and officers; and (vi) the corporation's most recent biennial report delivered to the Iowa Secretary of State. Provided the

member shall have given the corporation written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the Steering Committee, records of any actions of a committee of the Steering Committee while acting in place of the Steering Committee on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the Steering Committee without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, the report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the Steering Committee, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX. DUES

Section 9.1. To defray the cost of operating the business of the corporation, all regular members shall be assessed annual dues as recommended by the Steering Committee and approved by a majority vote of the membership at a business session at the annual meeting.

Section 9.2. The annual fee for a sustaining member shall be determined by a vote of the Steering Committee and assessed by the Executive Secretary.

Section 9.3. These assessments are due and payable on January 1 of each year and shall cover the calendar year of January 1 to December 31. Payment of dues is required to receive Bioscene issues for the year and to be a presenter at the Annual Meeting. If payment is received during the year (after some Bioscene issues have been mailed), the member will receive only subsequent issues. Back issues will not be available. Keynote speakers at the Annual Meeting shall receive complimentary membership and Bioscene for the year following their presentation at the Annual Meeting.

Section 9.4. Non-members wishing to attend sessions of the Annual Meeting shall be charged a registration fee determined by the Steering Committee.

ARTICLE X. AFFILIATIONS

The Association may affiliate with such other scientific organizations as may be recommended by the Steering Committee and approved by a vote of the majority of the membership voting at an Annual Business Meeting.

ARTICLE XI. PARLIAMENTARY AUTHORITY

On all questions not settled by the Constitution and By-Laws, *Roberts Rules of Order* shall govern.

ARTICLE XII. ELECTRONIC TRANSMISSION

“Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic

transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify an officer, a Steering Committee member, and agent, an agent and/or a volunteer for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as an officer, Steering Committee member, agent or volunteer except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or the members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a three-fourths majority of the members present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.