

BYLAWS OF THE GHANA BIOMEDICAL CONVENTION

Article I: Name and Purpose

Section 1-01 Name

The name of the organization is the **GHANA BIOMEDICAL CONVENTION** (a nonprofit corporation referred to in these Bylaws as the “Convention”).

Section 1-02 Purpose

-To help leverage current advancements in biology and medicine for the promotion of the health and economic development of the people of Ghana

-To promote such research as advances knowledge and understanding in the natural sciences and engineering, and their application to clinical medicine

-To foster interaction and collaboration among biomedical scientists and practitioners both within Ghana and abroad

-To provide a forum for presentation of scientific results

-To bring together local students and foreign-based Ghanaians or other biomedical scientists and practitioners for professional training, mentoring, and other activities designed to build local capacity in the biomedical sciences and create a cadre of world-class scientists

-To seek financing for the development of scientific infrastructure and funding for the Ghanaian biomedical science community

Article II: Membership

Section 2-01. **Classes of Members.** The Convention shall have two (2) classes of membership. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) **Regular Members** - persons holding relevant post-graduate, graduate, or equivalent university degrees who are engaged or interested in biomedical research.

(b) **Student Members** - persons enrolled in undergraduate or graduate programs and engaged or interested in biomedical research. Student Members shall have such privileges as may be specifically prescribed from time to time by the Board. Their dues shall be a fraction of that of Regular Members and set by the Convention's Board.

Section 2-02. **Voting Rights.** Each active Member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 2-03. **Termination of Membership.** The Board, by the affirmative vote of two-thirds (2/3) of its members, may recommend the expulsion of a member for behavior which may bring the Convention into disrepute after an appropriate hearing at which the member shall have an opportunity to be heard. The member shall have received at least thirty (30) days written notice of the charges and of the time and place of the hearing. Such recommendation shall be submitted to the members of the Convention for acceptance or rejection by a two-thirds (2/3) vote of the Convention members present in person or by proxy at a regularly constituted meeting. In addition to the foregoing, the membership of any member shall be terminated for non-payment of dues or assessments as provided in this document.

Article III: Meetings of Membership

Section 3.01. **Annual Scientific Meeting.** The Convention shall organize a scientific conference each year in August (or in such other month as shall be designated by the Board). The date, time and place thereof shall be designated by the current President, the President-elect and the Immediate Past President, with the advice of the Board

Section 3.02. **Annual Business Meeting.** An annual business meeting of the membership shall be held as part of the annual scientific forum to be provided by the Convention.

Section 3-03. **Special Meetings.** Special meetings of the members may be called by the President or the Board of Directors, and shall be called upon the written request of not less than ten percent (10%) of the active members having voting rights, which request shall state the date time, and purpose of the proposed meeting.

Such special membership meetings may be held by means of **conference telephone** or similar communications equipment, provided that all persons participating in such meeting can hear each other at the same time.

Section 3-04. **Quorum.** Except as otherwise provided by law or these Bylaws, the presence in person or by proxy of ten percent (10%) of the active members entitled to vote shall constitute a quorum at any meeting of members.

Article IV: Board of Directors

Section 4-01. **General Powers.** The affairs of the Convention shall be managed by its Board of Directors.

Section 4-02. **Number, Tenure, and Qualifications.** The Board of Directors shall be composed of the following persons each of whom (with the exception of the President who shall vote only to break a tie vote of the directors) shall have one (1) vote on all matters considered by the Board:

(a) Five (5) Elected Directors elected by the members of the Convention as provided in these Bylaws. Of these, four (4) Elected Directors must be Regular Members of the Convention at the time of their election and during the entirety of their respective terms of office. One (1) Elected Director must be a Student Member of the Convention at the time of election and during the entirety of his/ her term of office.

(b) Four (4) Ex-Officio Directors consisting of the Convention's President, Vice President, Secretary and Treasurer who shall serve as directors by virtue of the office held by such persons.

(c) The Immediate Past President of the Convention, if he or she shall have completed a full one year term as President, shall serve as a director for a one (1) year term commencing upon the expiration of his or her term as President and ending at the first succeeding annual meeting of members.

The term of the office of the initial Elected Directors shall expire at the annual meeting in 2009. Thereafter, Elected Directors shall serve a two (2) year term and shall hold office until the second succeeding annual meeting of members following their election and until their respective successors shall have been elected and qualified, or until their earlier death, resignation or removal. Each Elected Director may serve for a maximum of three overall or consecutive terms.

Section 4-03. Regular Board Meetings. A regular annual meeting of the Board of Directors shall be held without any notice other than this Bylaw immediately before, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution for the time and place for additional regular meetings of the Board. The Board shall meet a minimum of three times in any given year.

Members of the Board of Directors may hold or participate in a meeting of the Board of Directors by means of **conference telephone** or similar communications equipment, provided that all persons participating in such meeting can hear each other at the same time.

Section 4-04. Special Board Meetings. Special meetings of the Board of Directors may be called by the President and shall be called upon the written consent of any three (3) directors, which request shall state the date, time, place and purpose of the proposed meeting. Upon receipt of such written request, it shall be the duty of the Secretary to promptly issue the call for such meeting; and if the Secretary shall fail or refuse to issue the call, the directors making the request may issue the call.

Section 4-05. Quorum A quorum for the transaction of business at any meeting of the Board shall consist of five (5) directors; but if any less

than a quorum of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Article V – Officers of the Convention

Section 5-01. **Officers.** The officers of the Convention shall be a President, a Vice President, a Secretary, and a Treasurer. All officers must be Regular Members of the Convention at the time of their election and during the entirety of their respective terms of office. No person may hold more than one office at the same time. An officer may serve for a maximum of three overall or consecutive terms.

Section 5-02. **Election and Term of Office.** The Secretary shall be elected, for a two-year term, in odd numbered years by ballots and shall begin his/her term of office at the end of the annual meeting of the election.

The Treasurer shall be elected, for a two-year term, in even numbered years by ballots and shall begin his/her term of office at the end of the annual meeting of the election.

The Vice President shall be elected, for a one year term, each year by ballots and shall begin his/her term of office at the end of the annual meeting of the election. At such time, the immediate past Vice President shall succeed to the office of President, subject to the provisions of Section 5-05. If the person serving as President immediately preceding the annual elections shall have succeeded to that office by virtue of the occurrence of a vacancy, and if such person shall have been appointed by the Board to the position of Vice President occupied by such person immediately preceding his or her succession to President, the position of President shall be filled by election by the Regular Members of the Convention as provided in these Bylaws. The officers shall hold office until their successors shall have been elected and shall have qualified, or until their earlier death, resignation or removal. No President shall serve two successive terms except where the Vice President shall have been elected by the Convention members and shall have become President

due to the death, disability or resignation of the President, in which event the Vice President shall serve the remainder of the term of his or her predecessor as well as his or her own elected term.

Section 5-03. **Vacancies.** A vacancy in the office of Vice President, Secretary or Treasurer because of death, resignation, removal, disqualification or otherwise, shall be filled temporarily by the Board of Directors until the next annual meeting of members at which annual elections are held.

Section 5-04. **President.** The President shall be the principal executive officer of the Convention and shall have general charge and supervision of its business and affairs. The President shall preside at all meetings of the members and of the Board of Directors and shall provide such reports of the affairs of the Convention as the Board may require from time to time. The President shall be an ex-officio member of each committee appointed by the Board, unless otherwise provided in the resolution creating such committee. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5-05. **Vice President.** In the President's absence or, as determined by the Board of Directors, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

The Vice President shall succeed to the office of President at the annual meeting of members each year or if the office of President shall become vacant. Notwithstanding the foregoing, a person appointed by the Board to fill a vacancy in the office of Vice President who shall thereafter become President by virtue of a vacancy in the Convention's presidency shall serve as President only for the unexpired portion of the term of his or her predecessor and shall not succeed to the office of President upon the expiration of the predecessor's term of office, unless subsequently

elected as Vice President or President by the members of the Convention as provided in these Bylaws.

Section 5-06. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; give all notices required by law or by these Bylaws; conduct whatever correspondence the President or Board of Directors may require; serve as custodian of the seal of the Convention and cause the seal of the Convention to be affixed to all documents, the execution of which on behalf of the Convention under its seal is duly authorized in accordance with the provisions of these Bylaws; and maintain a register of the post-office and/ or electronic mail address of each member which shall be furnished to the Secretary by such member. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5-07. **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the Convention; maintain complete and accurate accounts of the Convention's receipts and disbursements; deposit all receipts in the name of the Convention in such depositories as shall be selected by the Board of Directors, subject to disbursement or disposition in such manner as the Board shall prescribe; maintain all the financial records of the Convention and a current record of the standing of all members in respect of the payment of dues and assessments; and render upon request of the President or the Board from time to time an account of all financial transactions and a report of the Convention's financial condition. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall be assisted in these duties by a Finance Committee. The Finance Committee shall consist of three (3) Regular Members of the Convention in good standing, one of whom shall be the Treasurer. Committee members and the Committee Chair shall be appointed by the President for a two (2) year term. The Finance Committee shall periodically review the financial records of the Convention, and make recommendations to the Treasurer regarding

investments, maintenance of non-profit status or other matters pertaining to Convention finances.

Section 5-08. **Assistant Treasurers and Assistant Secretaries.** The Board of Directors may at any of its meetings elect or appoint one or more Assistant Treasurers and one or more Assistant Secretaries, as it shall deem desirable, who shall perform such duties as shall be assigned by the Secretary, the Treasurer, or by the Board of Directors. Assistant Treasurers and Assistant Secretaries may be removed by the Board by majority vote at a meeting at which a quorum is present whenever in its judgment the best interests of the Convention would be served thereby.

Article VI – Committees

Committees. Committees (including other standing committees) not having or exercising the authority of the Board of Directors in the management of the Convention may be appointed in such manner as may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution members of each committee shall be members of the Convention, and the President of the Convention shall appoint the members thereof. Any member of a committee may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Convention will be served by such removal.

Article VII – Dues

Section 7-01. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues or assessments for the various classifications of members. The Board shall have the power to waive dues and assessments in appropriate cases.

Section 7-02. **Payment of Dues.** Dues shall be payable in advance by the thirty-first day of January in each fiscal year. Annual memberships shall run from January 1 to December 31; annual dues will not be prorated.

Section 7-03. **Termination of Membership.** Any member who shall not have paid all dues and assessments in full within six (6) months after the date designated will have his membership inactivated. An inactive member may be re-instated to active membership after payment of dues or at the discretion of the Board.

Article VIII

MISCELLANEOUS

Section 8-01. **Instruments, Checks, and Drafts.** Except as otherwise provided in these Bylaws, or where the signing and delivery thereof is expressly delegated by the Board of Directors to some other officer or agent of the Convention, (a) the President shall have the power to execute and deliver on behalf of the Convention any instruments requiring the signature of the Convention; and (b) all checks, drafts or other orders for the payment of money shall be signed by the Treasurer and countersigned by one of two other persons designated by the Board. (The President or Vice-President may countersign when necessary).

Section 8-02. **Deposits.** All funds of the Convention shall be deposited from time to time to the credit of the Convention in such banks, trust companies or other depositories as the Board of Directors may select.

Article IX – Amendments to the Bylaws

These bylaws may be amended subject to approval of a vote of two-thirds of votes cast at a meeting of the membership.