

**ADOPTION OF INITIAL BYLAWS
OF
GREAT BASIN MICROSCOPY SOCIETY**

(a Utah nonprofit corporation)

The undersigned, being the sole incorporator of Great Basin Microscopy Society (the "Society"), acting pursuant to Section 16-6a-206(b) of the Utah Revised Nonprofit Corporation Act, does hereby adopt the following as the Society's initial bylaws (the "Bylaws").

ARTICLE 1: STATUS AND PURPOSE

The Society is a Utah non-profit corporation and a local affiliate of the Microscopy Society of America ("MSA").

The Society's purpose is to promote the advancement and interchange of research, analysis, and knowledge of subjects related to microscopy and microanalysis. In furtherance of those purposes, the Society will sponsor meetings that are dedicated to the presentation and discussion of scientific subjects relating to microscopy and microanalysis, with emphasis on the scientific objectives of MSA.

ARTICLE II: MEMBERSHIP

2.1 **Membership Categories and Eligibility.** Membership in the Society shall be open to any qualified person who is interested in microscopy and microanalysis and desires to further the Society's purposes. The Society's members shall include regular members, student members, and entity members. Student members shall be full-time students at an accredited degree-granting institution. Entity members shall consist of corporations, limited liability companies, and other entities wishing to advance the Society's interests and objectives.

2.2 **Privileges.** The right to vote is open to all members in good standing, including regular members, student members, and entity members. Members whose membership dues are unpaid for one year or less will be considered in good standing for voting purposes.

ARTICLE III: OFFICERS

3.1 **Officers and Eligibility.** The Society's officers shall consist of a President, Vice President, Secretary, and Treasurer. The President may appoint additional officers, such as a Webmaster or Archivist, with the consent of a majority of the Society's

officers. Both regular and student members may hold elected offices. All regular and student members are eligible for appointed offices.

3.2 **Initial Officers.** The following individuals are hereby appointed, in their respective capacities, as the Society's initial officers:

Dr. Brian Van Devenor	President
Dr. Felipe Rivera	Vice President
Matt Nowell	Secretary
William Niedermeyer	Treasurer

3.2 **Officer Nominations.** Nominations of officers shall be made at the annual meeting of the Society. Nominations may be made by any member in good standing and shall be approved by the Executive Council.

3.3 **Officer Elections.** The election of officers shall be by online ballot following the Society's annual meeting. A plurality of the votes cast for any office shall constitute an election of the candidate. The successful candidates shall be announced by an officer of the Society.

3.4 **Tenure of Office.** The Society's officers shall serve for three-year terms, except that the Executive Council shall determine how the terms of the initial officers shall be staggered so that the terms of the President and Vice President and the Secretary and Treasurer, respectively, shall be completed in alternating years. New officers shall begin their terms immediately after the vote is counted.

ARTICLE IV: EXECUTIVE COUNCIL

The Society's Executive Council shall be composed of the Society's President, Vice-President, Secretary, and Treasurer. The Executive Council, chaired by the President, shall manage the affairs of the Society in the Society's best interest and in accordance with these Bylaws. Any vacancy occurring in the Executive Council may be filled for the period ending with the next annual election by a majority vote of the remaining members of the Executive Council.

ARTICLE V: MEETINGS

The Society's members shall meet at least annually at a time and place determined by the Executive Council. The Executive Council will be responsible for the planning and execution of the annual meetings.

Associated with each of the Society's meetings, there will be a business meeting at which the members may be brought up to date on the Society's affairs and may vote on pertinent issues. Parliamentary procedures to be followed in the business meeting shall be

those specified in Roberts' Rules of Order, Newly Revised. Ten percent of the membership shall constitute a quorum at a business meeting.

ARTICLE VI: COMMITTEES

Committees shall be appointed by the President as needed, subject to the approval of the Executive Council. Each committee authorized by the Executive Council shall be considered automatically discharged at the close of the term of the Executive Council by whom it was authorized.

ARTICLE VII: FINANCIAL

7.1 Membership Dues. The dues for membership in the Society will be determined by the Executive Council, in accordance with the Society's needs. The payment of dues shall be coordinated with the annual meeting, and membership will be current through the calendar year until the next annual meeting. Dues shall be payable in advance of the annual meeting.

7.2 Society Accounts. The Treasurer shall deposit all of the Society's funds in a federally insured bank in the Society's name. Both the Treasurer and the President are authorized to issue checks to cover the Society's expenses.

7.3 Financial Reports and Audit. The Treasurer will submit a financial report at the annual meeting. An auditing committee consisting of two individuals appointed by the President shall conduct and complete an audit of the Society's accounts every even year.

ARTICLE VIII AMENDMENTS TO BYLAWS

Amendments to the Society's Bylaws may be initiated by the Executive Council or may be submitted to the Committee by one or more of the Society's members. If, after due consideration, the amendment receives a majority vote from the Executive Council, it will then be presented for discussion at a regular business meeting of the Society. Balloting will be carried out following the meeting. Ratification will require a two-thirds favorable majority of the ballots returned by the membership.

IN WITNESS WHEREOF, the undersigned, as the Society's sole incorporator, has signed this Adoption of Initial Bylaws of Great Basin Microscopy Society, to be effective for all purposes as of February 1, 2024.

Stanley D. Neeleman, Incorporator