

***Open-Bio Foundation (OBF) Bylaws:
Membership, Nomination To And Election Of The Board***

ARTICLE I – MEMBERSHIP

1. Any individual, business or organization having an interest in the objectives of the OBF shall be eligible to apply for membership.
2. The OBF shall have 2 (two) classes of membership. All members in good standing are *voting members*. Members are in good standing if they meet the membership eligibility requirements and paid their current and past due membership dues in full.
 - a. *Individual Membership* – refers to individuals who are developers or users of one or more projects under the umbrella of the OBF.
 - b. *Business Membership* – refers to individuals who are the designated representative of a business that has an interest in the OBF's objectives.
3. No person shall hold more than one membership in the OBF.
4. An individual, business, or organization shall have been a member of the OBF for at least 30 (thirty) days before becoming eligible to vote. The Board of Directors may, at its discretion, waive this requirement for elections held within the first year after adoption of this Article.
5. Dues.
 - a. The Board of Directors may propose and decide on whether membership requires paying dues, and the amount of such membership dues.
 - b. Any individual, business, or organization qualified for membership under Article I, Items 2a and 2b shall become a member upon receipt of an application and upon payment of the first annual dues, if any. Amount of dues shall be determined on the basis of the membership class.
 - c. Dues shall be payable for the first calendar year on admission to membership and annually thereafter on the first of January.
 - d. Dues shall not be prorated.
6. No member of the OBF shall be held liable for the debts, obligations or liabilities of the corporation solely because of their membership. Memberships shall be non-assessable.
7. Neither membership in the OBF nor any rights of membership shall be transferred for value or otherwise.
8. Membership and the rights of membership shall automatically terminate on receipt of a letter of resignation.
9. In all its activities, the OBF shall not discriminate against any person on account of race, color, creed, sex, sexual orientation, national origin, physical disability, marital status, age, or choice of programming language or operating system.

ARTICLE II – MEETINGS

1. OBF Board Of Directors meetings shall be open to the public and shall be held at any public place.
2. The Board of Directors will be elected at the annual meeting of the OBF, usually held in conjunction with the Bioinformatics Open Source Conference (BOSC).
3. Special meetings of the Board Of Directors may be called at any time by a majority of the Board of Directors upon 10 (ten) days notification. Special meetings may need to be held as a teleconference.
4. Meeting Notification
 - a. Notice of Board Of Director meetings shall be emailed to each member at least 10 (ten) days, but not more than 60 (sixty) days prior to such meetings. Members must provide an electronic email address to be notified. Alternatively, the Board may require members to subscribe to an email list to which this and other Board announcements will be posted.
 - b. In the case of a special meeting, the purpose of the meeting shall be stated and no other business shall be conducted at said meeting.
5. Quorum.
 - a. In elections involving the general membership, a turn-out of at least 10% (ten percent) of the voting members shall constitute a quorum for the purpose of conducting the business of the OBF, except as otherwise provided in the Articles of Incorporation or these bylaws.
 - b. In votes of the Board Of Directors, the presence of the greater of 75% of the board members or 4 (four) directors shall constitute a quorum for the purpose of conducting the business of the OBF, except as otherwise provided in the Articles of Incorporation or these bylaws.
6. Voting.
 - a. Each regular member and each business membership is entitled to one vote (30 days after paying for membership—Article I, Items 4 and 5b) on each matter submitted to a vote of the members. An individual shall not vote once as an individual and again as a designated representative of a member organization or business.
 - b. A majority vote shall be required to pass items submitted to the general membership except in the case of bylaw revisions and removal of directors (Article III, Item 5).
 - c. Voting by proxy shall not be allowed.
 - d. Cumulative voting shall not be allowed.

ARTICLE III – BOARD OF DIRECTORS

1. Responsibilities and duties of the Board of Directors laid down in the Articles of Incorporation complement, and in case of conflict take

precedence over those stated in this Article.

2. The Board of Directors shall consist of President, Secretary, Treasurer, Parliamentarian, and additional Board Members at Large. The number of Board Members at Large is decided by majority vote of the current Board of Directors and may be proposed by either the general membership or a Board Member.
3. Term of Office.
 - a. The term of office for Directors shall begin at the first public Board meeting of the calendar year, usually to be held in conjunction with the annual Bioinformatics Open Source Conference (BOSC).
 - b. Directors shall serve for a term of 2 (two) years and shall hold office until their successors' terms begin.
 - c. Directors may be elected to and serve another consecutive term upon the end of their term of office (see Article IV).
 - d. Upon adoption of this Article, the terms of the members of the Board of Directors holding office at the time of adoption shall expire in a staggered way as follows, except if a Board Member resigns earlier. One year after adoption, the terms of the existing Board Member(s) at Large expire. Two years after adoption, the terms of the Officers except the President expire. Three years after adoption, the term of the President expires. If any Board Member resigns earlier than the schedule above or his regular term, that Board Member will substitute for, not add to, a Board Member whose term was scheduled to expire.
4. A majority of Directors shall, at its option, declare the seat of a Director to be vacant if that Director is absent for 2 (two) consecutive, or any 4 (four) scheduled Executive Board or general Board meetings, or fails to remain a member in good standing for a period of more than 4 (four) weeks.
5. Any Director shall be removed by a 2/3 (two thirds) majority vote of the Board of Directors.
6. All resignations from the Board shall be presented in writing to the Board of Directors.
7. When a vacancy occurs, the Nomination Committee shall appoint a successor to fill the remainder of the term of office. The successor shall be confirmed by the Board of Directors by majority vote.
8. Unless provided otherwise by the Articles of Incorporation, the duties for each Board Officer shall be, but are not limited to:
 - a. President
 - (1) Serve as Chief Executive Officer of the OBF
 - (2) Preside at all Board and General Membership meetings
 - (3) Co-sign checks above 1000 USD (US Dollar)
 - (4) Appoint special committees and committee members as necessary
 - (5) Assume responsibility for the preparation of agendas for General Membership meeting
 - b. Secretary

- (1) Record the proceedings of all meetings and maintain a file of those minutes
 - (2) Maintain a file of all OBF business
 - (3) Prepare meeting minutes for Executive Board and General Membership meetings
 - (4) Maintain a master file of all reports, minutes, correspondence, and documents
- c. Treasurer
 - (1) Monitor all expenditures of the OBF and its committees
 - (2) Account for all monies received by the OBF and its committees
 - (3) Sign checks up to a maximum amount of 1000 USD, and co-sign checks over a higher amount
 - (4) Provide an annual balance sheet for the OBF and keep the Board informed as to the fiscal and corporate status of the corporation.
 - (5) Prepare an annual budget
- d. Parliamentarian
 - (1) Interpret and rule on procedural matters at all meetings.
 - (2) Chair the Nominating committee.
 - (3) Chair the Bylaws Review committee.
- e. Board Member(s) at Large
 - (1) Assist the other Board Members as needed.
- 9. The Board of Directors shall hold at least 1 (one) meeting per year, at a time and place set by Board members. Board meetings shall be public and must be announced to the general membership at least 10 (ten) days in advance by email to each member (see Article II, Item 4). Additional meetings shall be called at the discretion of the President or at the written request of a majority of Board members.
- 10. The Board of Directors may, upon a vote of the majority of the attending Directors, and provided the quorum is met, adjourn a Board meeting and reconvene in an Executive Session to discuss and vote upon personnel matters, litigation in which the corporation is or may be involved, and other matters of business of a similar nature. Only members of the Board of Directors shall be entitled to attend Executive Sessions. The nature of any and all business to be considered in the Executive Session shall first be announced in open, public, session.
- 11. Each member of the Board shall have one vote at Board meetings. For approval ballots, each Board member shall have as many votes as candidates on the ballot, but cast at most one vote per candidate.
- 12. The Board of Directors shall receive no compensation for any service which may be rendered to the OBF. Since directors receive no compensation, they shall under no circumstances be personally or jointly financially liable for any decision made in good faith on behalf of the OBF.

ARTICLE IV – NOMINATIONS AND ELECTIONS

1. Nominations for the Board of Directors may be made by the general membership at any time throughout the year by email to the any member of the Nominating Committee (see Item 7), or by the Nominating Committee itself.
2. Elections to the Board of Directors shall be held at the annual Board of Directors meeting (usually held in conjunction with the Bioinformatics Open Source Conference, BOSC). Elections to the four Officer positions shall be held during a time of no more than the four weeks leading up to the annual Board of Directors meeting. Nominations made at least 60 (sixty) days prior to this annual meeting are eligible for inclusion on the election ballot at that meeting. This requirement may be waived by the majority of the Board of Directors
3. Voting.
 - a. Voting for the Board of Directors shall be by electronic or paper ballot.
 - b. Voting shall be by Approval Vote. All nominees will be on the ballot, and each Director or member may cast as many votes as nominees, but at most one vote for each nominee. A nominee must receive a majority of votes (or 'Yes' votes) to win a seat. If there are more than one nominees for an office, or more nominees than seats to fill, the nominee or nominees with the highest number of votes (or 'Yes' votes) win the seats to be filled.
 - c. Only the four Officers (see Article II, Items 2 and 8) may be elected by the general membership. The Board Members at Large shall be elected by the Board of Directors.
 - d. Ties in elections shall be broken by the President.
 - e. Ballots submitted to the general membership shall be secret. Board of Director votes for Directors shall be secret.
4. If a current Board Member at Large is nominated and elected officer, her previous Board seat becomes vacant and therefore available for election, unless the Board also decides to reduce the size of the Board.
5. Members of the Board of Directors are eligible to vote in their role as part of the general membership in elections submitted to the general membership. In such elections, each director has as many votes as any other member.
6. Qualifications
 - a. Nominees or appointees for Director positions (Board Members at Large) must be voting members of the OBF in good standing.
 - b. Nominees or appointees for Officer positions must have been voting members of the OBF for a minimum of one year, be in good standing, and have previously served on the Board of Directors for a minimum of one year.
 - c. Within the first two years after adoption of this article, the Board of Directors may waive qualification requirements at its discretion by

unanimous consent of attending Directors, provided the quorum is met. If the membership requirement is waived for a nominee, the nominee automatically becomes a member upon election, and must meet all requirements to be in good standing within 4 (four) weeks after election.

7. Nominating Committee

- a. The committee shall consist of the Parliamentarian and a minimum of 2 (two) active members of the OBF.
- b. The committee shall attempt to contact members of the Board of Directors and active members of the OBF in an effort to identify eligible members interested in serving on the Board of Directors, and to solicit nominations from the general membership.
- c. The committee shall present the names of candidates to the general membership prior to the annual Board meeting, usually held in conjunction with the Bioinformatics Open Source Conference (BOSC).
- d. The committee shall prepare an electronic or paper ballot of candidates to be used at the annual meeting by the general membership for the purpose of voting.

8. Paper ballots shall be counted by 2 (two) active members of the OBF selected by the President. Electronic ballots will be counted electronically.

9. Election results shall be recorded and filed in the minutes.

ARTICLE V – BYLAW AMENDMENTS

1. These bylaws shall be amended by a 2/3 (two-thirds) majority vote of the Board of Directors at any meeting of the Board, provided the quorum is met and that prior written or email notice has been given to the membership (as in Article II, Item 4).

2. These bylaws shall be reviewed every 2 (two) years by the committee convened and chaired by the Parliamentarian and 2 (two) active members of the OBF nominated by the Parliamentarian.