

Constitution of The *Neisseria gonorrhoeae* Research Society (NgoRS)

Article I: Name

The *Neisseria gonorrhoeae* Research Society

Article II: Mission Statement

1. To promote basic research in pathogenic *Neisseria* biology and pathogenesis with an emphasis on *Neisseria gonorrhoeae*.
2. To encourage new scientists and scientists from outside the field to enter into the study of *Neisseria gonorrhoeae* and to help mentor them to independence.
3. To help communicate the availability of existing and need for new resources for the common use of members of the community for the study of *N. gonorrhoeae*.
4. To hold regular meetings for research presentation, to discuss issues of common interests and to promote collaborative research.
5. To provide expertise on pathogenic *Neisseria* in the spirit of public service and scientific discovery.
6. To interact with members of other societies that focus on sexually transmitted infections and other topics relevant to *N. gonorrhoeae*.

Article III: Membership

1. Regular Member. All persons who by their professional work have demonstrated interest in the objectives of the Society are eligible for regular membership. A regular member is one who has paid the current dues and participates in the Society activities. Regular members will receive all communications of the Society and will be entitled to vote on matters submitted by electronic communication or at the business session of the Conference. Regular members are eligible for election to office as specified in the constitution and by-laws.
2. Emeritus member. An emeritus member is a Regular Member who has retired and has previously been a due-paying member of the Society. Emeritus membership shall be a lifetime membership and shall not require payment of dues or Conference registration fees. Emeritus members will have voting privileges.
3. Trainees. Memberships for trainees (students and postdoctoral or clinical fellows within 5 years of their terminal degree) will be available. Annual trainee membership dues will be determined by the Board and may be waived. Trainees will receive all communications of the Society, will be entitled to vote on Society matters, and are welcomed to participate in Society activities. Trainees are obligated to inform the NgoRS when they have finished training.
4. Honorary membership. The Society may elect to honorary membership such persons who are deemed deserving of this honor on the basis of contributions to the fields of interest and endeavor encompassed by the

purposes of the Society. Honorary membership shall be a lifetime membership and shall not require payment of dues or Conference registration fees. Honorary members will have voting privileges.

Article IV: NgoRS Board. The NgoRS Board will operate the Society. The new Board will normally be elected at the business meeting of the Conference prior to the end of the current Board's terms of office, regardless of whether the meeting is in-person or virtual. All Board members will serve for a three-year term except for the trainee member, who will serve a two-year term and the President-elect, who will serve a one-year term. Elections for the President-elect will occur 1 year before the current President is scheduled to step down. All Board members shall take office on July 1 in the year in which they were elected, or after elections are held, and shall serve until a successor has been elected and installed in office. If a Board member terminates their service early, the Board will appoint a successor to fill the role. Past Board officers are eligible to serve as an Ex-officio Board member. There will be no term limits for Ex-officio Board members - they may relinquish their position at any time or at the convenience of the Board.

1. The Board will consist of:
 - a. The officers of the Society: President, President-elect (in applicable years), Secretary, Treasurer, and Director of Communications whose duties shall be those usually performed by such officers.
 - b. The immediate past-President.
 - c. Five at-large members.
 - d. One trainee member (a graduate student or a post-doctoral trainee within 5 years of obtaining their doctorate).
 - e. Ex-officio member, whose duties can include updating the NgoRS business license and duties necessary to support the NgoRS.
 - f. Additional board member(s), as deemed necessary and agreed upon by the Board, and the Board will decide their term of service.
2. Board Term Limits:
 - a. President – one term
 - b. Secretary – two terms, subject to re-election at the end of the first term
 - c. Treasurer – unlimited, subject to re-election at the end of each term
 - d. Director of Communications – unlimited, subject to re-election at the end of each term
 - e. At-large Board Members – two terms, subject to re-election at the end of the first term
 - f. Trainee Board Member – one term
 - g. President-elect – one term
 - h. Past Board Members are eligible to be nominated to serve in an alternative (to their previous position) capacity on the Board.
 - i. Past Board members may be nominated to serve in their previous capacity following an interim of no service that is equal to, or greater than, 3 years (or the equivalent of 1 term). Trainee Board Members are not eligible for re-nomination to the position of Trainee Board Member.

3. The roles of the Board are to (i) appoint the Conference Committee, (ii) determine the time and place of the next Conference, (iii) seek sources of financial support outside of the membership, (iv) approve the annual audit of the accounts of the Society, (v) serve as the nominating committee for the board, (vi) appoint ad hoc committees when the need arises, and (vii) identify and recruit administrative support.
4. All NgoRS members are eligible to vote during elections. Elections will select new members of the Board by a simple majority. The Board will serve as the nominating committee. For in person conferences, the voting will take place at the Business Meeting. Additional nominations, including self-nominations, can be suggested by voting Members prior to the Business Meeting. In the event an in person meeting is not held, the Board will announce the solicitation of candidates for positions, and the election will proceed online as indicated on the Society website. Votes will be decided by a simple majority of members who have voted.

Article V: Committees

1. A Conference Committee is responsible for organizing each biannual Conference. The Conference Committee will be appointed by the Board at the time of the prior Conference.

Article VI: The NgoRS Conference and Business Meetings

1. The Conference will be held (every two years, or as decided by the Board) on dates and at locations to be suggested by the Board and voted on by the Regular Members at the Business Meeting. The intention of the Society is to keep the Conference in an easily accessible and affordable location to facilitate the participation of trainees.
2. The Business Meeting will be held at the time of the Conference. At the Business Meeting, the new officers are elected, current Secretary and Treasurer will present a financial report for approval, and any proposed changes to the Bylaws or Constitution will be voted on. The Business Meeting will be open to everyone registered for the meeting, but only Members will be allowed to vote. In the event of a virtual Conference or no conference, the Board will decide if they will hold a virtual Business Meeting or conduct all business asynchronously (voting online, financial report posted on the Website).
3. A member of the Board will chair the conference committee. The Conference Committee will have the responsibilities of selecting the topics, speakers, and program for the Conference. It will make recommendations on how to use any funds available to subsidize trainee participation in the Conference. The Conference Committee will make these recommendations to the Board.

Article VII: Registration Fees and Dues

1. Dues will be assessed yearly and amounts will be set by the Board.
2. The Conference Registration fee shall be fixed by the board based upon recommendations of the Program Committee and shall be sufficient to defray expenses incurred by the Conference. Surplus funds shall be turned over to the Treasurer to be allocated toward the expenses incurred during the next conference. Special reduced registration fees for trainees may be set by the board.

Article VIII: Distribution of the Minutes of the Business Meeting and Copies of the Constitution and By-Laws

The minutes of the previous meeting will be prepared by the Secretary and will be made available during the Conference upon request. Copies of the current Constitution, Bylaws and all documents pertaining to the Society, shall be sent to members of the Society upon request and will be available on the publicly accessible internet site established by the Society (ngosociety.org).

Article IX: Amendments

The Constitution and the By-Laws of the Society may be amended by a vote of the majority of the voting members attending the regular Business Meeting held at the time of the Conference, or anytime initiated by the Board. Agreement by simple majority of voting members will be sufficient to pass any amendments. Any proposed changes must be submitted to the President at least two weeks before the Business Meeting. The proposed changes will be communicated to all voting Members by email at least one week before the Business Meeting or by an online vote for their consideration.

Article X: General Prohibitions:

Notwithstanding any provision of the Constitution or By-Laws which might be susceptible to contrary construction:

1. The Society shall be organized exclusively for scientific and educational purposes and shall engage in those activities permitted under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
2. No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.
3. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise of attempting to influence legislation.
4. The Society shall not participate in or intervene in (including the publishing or distributing of Statements) any political campaign on behalf of a candidate for public office.
5. The Society shall not be organized or operated for profit.
6. The Society shall not:

- i. lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
- ii. pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- iii. make any part of its services available on a preferential basis;
- iv. make any purchase of securities or any other property for more than adequate consideration in money or money's worth;
- v. sell any securities or other property for less than adequate consideration in money or money's worth; or
- vi. engage in any other transaction which results in a substantial diversion of its income or corpus to, any officer, member of the Council, or substantial contributor to the Society.

vii. The prohibitions contained in Article X, Section 6 do not mean to imply that the Society may make such loans, payments, sales or purchase to anyone else, unless such authority be given or implied by other provisions of the Constitution or By-Laws.

Article XI: Dissolution

Upon dissolution of the Society, the Board shall, after paying or making provisions for the payment of all of the liabilities of the association, dispose of all assets of the Society exclusively for the purposes of the Society in such a manner, or

as to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at that time qualify as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as the Executive Council shall determine. Any assets not so disposed of shall be dispersed by the Court of Common Pleas of the County in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.