

BYLAWS OF THE BOSTON AREA GROUP FOR INFORMATICS AND MODELING**BYLAW I. Name**

The name of this organization shall be “The Boston Area Group for Informatics and Modeling” (hereinafter referred to by the acronym "BAGIM").

BYLAW II. ObjectsSection 1. BAGIM Mission Statement

The object of BAGIM shall be to provide a forum in which participants from academia, government, and/or industry will engage in the discussion of science involving a synthesis of theory and technology. Discussions sponsored by BAGIM will be targeted to the needs and interests of informatics scientists, computational chemists, medicinal chemists and statisticians. BAGIM will also provide opportunities for networking within these disciplines as well as an arena for the dissemination of information of specific interest to the membership. BAGIM is not intended to be an instrument for the advancement of the commercial interests of its members, organizations with which members maintain affiliation or outside organizations.

Section 2. BAGIM Official Communications

BAGIM shall host an Internet site which shall be the official means of communication for all activities and business of BAGIM.

BYLAW III. Members and AffiliatesSection 1. Membership Eligibility

Membership in BAGIM is open to all computational chemists, informatics scientists, medicinal chemists and statisticians, including both graduate and undergraduate students. Any such individual may join BAGIM by enrolling and paying the annual dues established by BAGIM. Applications for membership shall be sent to the BAGIM Communications Director.

Persons who are not members of BAGIM but who wish to participate in the activities of BAGIM may do so provided that their participation is consistent with the objects outlined in Bylaw II.

Section 2. Membership Entitlements

Members of BAGIM shall have the privilege of voting and holding elective positions in BAGIM as well as, access to any BAGIM Internet Forums or other members-only Internet Services that are established by BAGIM.

Section 3. Voluntary Termination of Membership or Affiliation

A member may resign from membership in BAGIM by submitting a resignation, in writing or by E-mail, to the BAGIM Communications Director during the year in which dues are paid. Termination entails the removal of the contact information of the Member or Affiliate from the BAGIM mailing list. No dues shall be returned in the case of termination.

Section 4. Involuntary Termination of Membership or Affiliation

A member of BAGIM who is in arrears in Payment of dues for one (1) year shall be stricken from the rolls. A member whose name was stricken shall, by request, be restored to the rolls after payment of dues has been made.

Section 5. Member Information Privacy Policy

Members of BAGIM may provide personal information to BAGIM for the purpose providing a means of communication between BAGIM and its members and for maintaining the BAGIM membership roll. Members agree that BAGIM and its Executive Committee may use this information for contact purposes concerning the official business of BAGIM. Personal information so collected by BAGIM will not be sold, rented or in any way transferred to any third party for any reason without permission in writing from the member whose information is so transferred. BAGIM will not make the personal information of any member available to any other member of BAGIM, excepting members of the Executive committee, without the expressed written permission of the individual whose information is to be made available. Personal information collected by BAGIM may be made available to members of the Executive Committee in order to allow contact concerning the official business of BAGIM and to assist in both short and long term planning of BAGIM events.

BYLAW IV. Officers and Executive Committee

Section 1. The Officers of BAGIM

The officers of BAGIM shall consist of a Chair, a Program Chair, a Treasurer, a Communications Director and an Internet Services Director. The posts of Communications Director and an Internet Services Director may be held by a single individual.

Section 2. The Executive Committee:

- a) The Executive Committee shall consist of the officers of BAGIM.
- b) The primary duty of the Executive Committee shall be to plan and implement the annual technical program of BAGIM which shall consist of a series of meetings with a featured speaker who will make a presentation on a topic of interest to the membership of BAGIM. Planning and implementation of the technical program will include the selection of dates, speakers and topics of discussion for each meeting, a venue for each meeting, and all necessary funding, if any, to support each meeting. It is the intent of BAGIM that six (6) meetings be held per annum if suitable arrangements can be made for that number. The BAGIM executive committee will also be responsible to formulate suitable long-range plans for all activities of BAGIM.

- c) The BAGIM Executive Committee will be jointly responsible for filing all necessary paperwork to the Government of the Commonwealth of Massachusetts and the Federal Government of the United States of America in order to comply with Federal and State tax regulations and regulations regarding articles of incorporation.
- d) The Executive Committee may transact its business at BAGIM meetings, meetings of the Executive Committee, by mail, electronic, or other means of communication. Decisions may be made by the Executive Committee, either during meetings or as the result of discussions by members of the Executive Committee by phone, electronic communication or other means of communication, will be communicated to the entire Executive Committee by the circulation of an electronic or paper document containing the results of such a decision. Decisions of significant interest to the BAGIM membership should be communicated to the entire membership in a similar fashion and in a timely manner. A quorum at a meeting of the Executive Committee shall consist of a majority of the members of the Committee.

Section 3. Duties of the Officers

- a) It shall be the duty of the Chair to preside at meetings of BAGIM, at meetings of the Executive Committee, and to assist in the implementation of the decisions of that Committee. The Chair shall assist the Executive Committee in making arrangements for the annual technical program sponsored by BAGIM. Specifically the Chair will be responsible for making arrangements for a venue and funding for each meeting in the technical program.
- b) In the absence of the Chair, these duties shall devolve upon the Program Chair.
- c) It shall be the duty of the Program Chair to assist in the development and implementation of the annual technical program sponsored by BAGIM. Specifically the Program Chair shall be responsible for arranging speakers for the annual meetings of BAGIM. The Program Chair will also assist the Executive Committee in arranging for a venue for each meeting and funding for each meeting, if necessary.
- d) The Treasurer shall have charge of the funds of BAGIM. The Treasurer shall collect revenues and shall make all disbursements, subject to the approval of the Executive Committee. The Treasurer will maintain a mailing address for BAGIM and an account to provide banking services for BAGIM. The Treasurer shall submit an annual financial report to the BAGIM membership. The Treasurer shall forward to the Communications Director the names of BAGIM members who have paid annual dues. The Treasurer shall submit a financial report to Executive Committee at the end of each calendar year and make available to the Executive Committee all financial information necessary for the completion of paperwork to be submitted to the Government of the Commonwealth of Massachusetts and the Federal Government of the United States of America.
- e) It shall be the duty of the Communications Director to keep a record of the proceedings of all meetings of the BAGIM Executive Committee, to maintain a list of members, to send to members such notices as the business of BAGIM may require, and to administer all elections including the tabulation of ballots and election results. The Communications Director shall provide the Internet Services Director information to be posted on the BAGIM web site including relevant communications that have been received by the Communications Director designated for posting on the BAGIM web site.

- f) It shall be the duty of the Internet Services Director to maintain the BAGIM web site, including the maintenance of domain registration and continuance of an up to date account with an Internet Service Provider. The Internet Service Director shall provide and manage E-mail services to BAGIM through the aforementioned Internet Service Provider. The content of the BAGIM web site shall be as indicated by the Executive Committee and the Executive Committee shall control BAGIM E-mail services and information on BAGIM members collected pursuant to BAGIM activities.
- g) Each member of the Executive Committee will have the right to be a signatory of the BAGIM checking account so that financial transactions may be completed in the absence of the Treasurer. Such transactions will be approved by the Treasurer or by the Executive Committee prior to completion.

Section 4. Elections:

- a) The Executive Committee shall appoint a Nominating Committee, consisting of two (2) BAGIM members, not later than October first of the calendar year after which the term of the presiding officers will expire, as described in BYLAW IV, Section 5. The Nominating Committee shall present to the BAGIM membership at least one candidate for each office to be filled. This presentation shall be made at the last annual meeting of the BAGIM technical program for the calendar year after which the term presiding officers will expire. In most cases, this presentation will be made at the November meeting where the term of the presiding officers is set to expire after the January meeting two months following. Nominations may also be made by members by members of BAGIM at the meeting where the presentation of the Nomination Committee is made, or by E-mail communication with the Nominating Committee. In addition to the nomination process, all ballots will have a designated space for write-in candidates wherein any voting member of BAGIM may cast a vote for any voting member of BAGIM for the office in question.
- b) All officers shall be elected by a plurality of the ballots cast by members of BAGIM, as determined by E-mail ballots sent by the Communications Director no later than one week following the presentation of the Nomination Committee. BAGIM members may request that a paper ballot be sent to them by regular mail by submitting such request to the Communications Director. To be counted, marked ballots must be received by the Communications Director before midnight on the date two weeks following the issue of ballots.
- c) In the event of a tie vote for an officer, the winner shall be determined by a plurality of the ballots cast by members of the Executive Committee of the Division, as determined by E-mail ballots sent out by the Communications Director immediately following the tie vote. To be counted, marked ballots must be received by the Communications Director before midnight on the date one week following the determination of a tie. In the event of a tie vote by the Executive Committee of BAGIM, the Chair of BAGIM will decide the winner.
- d) The results of elections for BAGIM officers shall be announced at the first meeting of the BAGIM technical program following the election. Election results shall be posted on the BAGIM web site and the membership shall be notified by E-mail.

Section 5. Terms of Office

- a) The term of service for all BAGIM officers shall be two years. The term of service shall expire at a transition meeting to be held after the first meeting of the BAGIM technical program of the calendar year has taken place, the meeting of which was the responsibility of the outgoing Executive Committee. The newly elected Executive Committee shall be responsible to plan and implement the second meeting of the technical program for the calendar year, and this responsibility will continue through the first meeting of the technical program two calendar years following.
- b) An officer may voluntarily withdraw from their elected position on the Executive Committee. In the event of such a withdrawal, the vacancy in the BAGIM office shall be filled by appointment of the Executive Committee. Officers so appointed shall serve for the balance of the unexpired term. The Executive Committee may also call for a special replacement election with one or more candidates. The winner of such an election may serve a full term beginning with affirmation of election results, or may withdraw at the end of the term for which the replacement election was held.

Section 6. Transfer of Authority and Documentation

- a) Transfer of signatory power for BAGIM checking account shall be made before the second annual meeting of the BAGIM technical program following the successful completion of the election. If possible, this transfer should occur before February first of that calendar year.
- b) Transfer of all documentation relative to the BAGIM internet service provider and BAGIM domain registration should also take place before the second annual meeting of the BAGIM technical program following the successful completion of the election. If possible, this transfer should occur before February first of that calendar year.

BYLAW V. Committees

Committees requested to complete specific assignments or investigate various BAGIM issues may be appointed by the Executive Committee. The Executive Committee may discharge any such special committee no longer needed, or may alter its membership. When a special committee renders its definitive report, it shall cease to exist. The Nominating Committee is the only committee that the Executive Committee is required to appoint.

BYLAW VI. Dues

Members of BAGIM shall pay annual dues in an amount determined by the Executive Committee. The Executive Committee may, if it chooses to do so, enumerate a value for "Corporation Dues", meaning a value for dues to be paid by a corporation to cover membership costs for any employee of that corporation who wishes to join BAGIM.

BYLAW VII. Meetings

Section 1. BAGIM Technical Program

It is the goal of BAGIM to hold at least six (6) sessions of the technical program annually if suitable arrangements can be made for that number. The Executive Committee may modify the number of sessions in the technical program as they deem appropriate.

Section 2. BAGIM Executive Committee

The BAGIM chair will call all meetings of the Executive Committee and provide notification of such meetings to the other members of the Executive Committee through the Communications Director. Meetings of the Executive Committee may also be called by any two (2) Officers of BAGIM provided that notification of such meeting is provided to the other members of the Executive Committee either through the Communications Director or by E-mail sent directly to all members of the Executive Committee.

Section 3. Quorum at BAGIM meetings

Those members of BAGIM present at any meeting shall constitute a quorum.

BYLAW VIII. Initial Ratification of Bylaws and Affirmation of Initial Elections

A copy of the bylaws proposed in this document and a list of the current BAGIM officers shall be circulated to all individuals on the BAGIM E-mail list as of August 9, 2005. An E-mail ballot containing two questions will accompany the Bylaws and Officers list. Question one (1) will address ratification of the bylaws and will contain two responses, "affirmative" to ratify the bylaws and "negative" to reject the bylaws. Question two (2) will address affirmation of the current officers of BAGIM and will contain two responses, "affirmative" to affirm the election of the current officers of BAGIM and "negative" to reject the election of the current officers of BAGIM. Individuals to whom the bylaws and E-mail ballot are circulated will have one (1) week to return the E-mail ballot to BAGIM, that is until midnight August 16, 2005. The bylaws shall be ratified by a plurality defined as at least 50.1% of ballots received being marked as affirmative for question one (1). The current officers of BAGIM shall be affirmed by a plurality defined as at least 50.1% of ballots received being marked as affirmative for question two (2). If the bylaws are ratified, further changes to the bylaws will be made according to the process defined in bylaw IX. If the BAGIM officers are affirmed, elections will be held according to the process defined in bylaw IV, Section 4 to take effect in the calendar year 2006.

BYLAW IX. Amendments and Revisions

Section 1. Amendments

An Amendment to the by laws shall be constitute a "BYLAW", "Section" or "Section item" (delineated with a lower case letter) that is an addition to the current ratified BYLAWS.

Section 2. Revisions

A Revision to the by laws shall be constitute a “BYLAW”, “Section” or “Section item” (delineated with a lower case letter) in the current ratified BYLAWS to which a modification will be made.

Section 3. Process for the proposal and ratification of Amendments and Revisions

Amendments or revisions to the bylaws of BAGIM may be proposed by the Executive Committee, or by petition of the BAGIM members. Amendments or Revisions to the bylaws must be ratified by an affirmative vote from a plurality of the membership constituting a 50.1% affirmative vote of all votes received. Members may vote on amendments by a show of hands at a BAGIM meeting or by the submission of a paper ballot or E-mail ballot to the Director of Communications. The text of all proposed amendments or revisions will be circulated to BAGIM members by E-mail to insure that all members are given the opportunity to vote regarding their acceptance or rejection.

BYLAW X. Dissolution

Upon dissolution of BAGIM and the discharge of its debts and the settlement of its affairs, any assets of BAGIM remaining thereafter shall be conveyed to such organization then existent as is dedicated to objects similar to those of BAGIM so long as whichever organization is selected by the governing body of BAGIM at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the dissolution of BAGIM.