

Adopted: 05/15/2015
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BYLAWS OF THE BOSTON POSTDOCTORAL ASSOCIATION

ARTICLE I

NAME, MISSION, AND FISCAL YEAR

SECTION 1. *Name.* The name of the organization shall be the Boston Postdoctoral Association, Inc. (“BPDA”). The association is a Massachusetts corporation governed by Massachusetts General Laws Chapter 180.

SECTION 2. *Mission.* The mission of the BPDA is to improve the postdoctoral experience by serving as a representative body that (i) furthers the common interests of, and (ii) addresses the shared concerns of all postdoctoral scholars working in Boston and the surrounding areas. The BPDA will support and advocate for postdocs, organize events for postdocs, and serve as a communication platform for postdoctoral associations of institutions in the Boston area (“PDAs”).

SECTION 3. *Activities.* In accordance with the mission of the BPDA, our purpose and activities include but are not limited to seminars, symposia, workshops, social events and networking events designed to benefit our members.

SECTION 4: *Fiscal Year.* A fiscal year begins on January 1 and ends on December 31.

ARTICLE II

MEMBERS

SECTION 1. *Membership.* There shall be two classes of membership of the BPDA: non-voting and voting.

SECTION 2. *Non-voting Members.* Non-voting members shall have all the rights and privileges of members of the BPDA, excluding the right to vote. Any postdoctoral scholar conducting research in the Boston metropolitan area is eligible for membership in the BPDA as a non-voting member. A postdoctoral scholar (postdoc) is an individual possessing a Ph.D., Pharm. D., Ed. D, D.Sc., Psy. D., or M.D. who is engaged in a temporary period of part-time or full-time mentored research or scholarly training for the purpose of acquiring scholarly, scientific, and/or professional skills at a research institution (including, but not limited to, a university, other non-profit or company). A person with any title other than “postdoc” (e.g., “research fellow”) who fulfills these criteria will be considered a postdoc for the purposes of the BPDA.

SECTION 3. *Admission to Non-Voting Membership.* Individuals eligible for non-voting membership in the BPDA shall become a member upon entering status as a postdoctoral scholar, fellow or similar title at a Boston area research institution as defined in Article II, Section 2.

SECTION 4. *Termination of Non-Voting Membership.* Non-voting membership in the BPDA shall terminate six months after termination of status as a postdoctoral scholar, fellow or similar title at a Boston area research institution as defined in Article II, Section 2. Voting members may suspend or terminate the membership of a non-voting member provided that at least one third of such voting members consent thereto either by electronic vote or during a membership meeting, as described in Article III.

SECTION 5. *Voting Members.* Voting members shall have all the rights and privileges of members of the Association, including the right to vote on matters determined by these Bylaws. Only a postdoctoral scholar, fellow, or similar title at a Boston area research institution, as defined in Article II, Section 2, is eligible to seek admission to the BPDA as a voting member in accordance with Section 5 of Article II.

SECTION 6: *Admission to Voting Membership.* Postdoctoral scholars eligible for voting membership may submit an informal request to the BPDA via email to the Clerk stating their interest in joining the BPDA as a voting member. If the Board determines that the candidate qualifies, the Board must notify the current voting members of the prospective member's application for membership and allow the voting members 14 days to vote on such application. Membership will be immediately granted if a majority of the voting members contributing votes (in person or electronically) at the next general meeting vote in favor thereto.

SECTION 7: *Eligibility for Voting Membership.* Each Voting Member shall be an individual from a PDA. The BPDA shall have no more than eighteen voting members, with no more than one voting member from each institute that employs postdocs. Accordingly, the total number of Voting Members may equal, at most, the total number of PDAs. The number of voting members can be altered upon approval by a majority of the voting members present at either the annual membership meeting or during a BPDA members' meeting, provided the number reaches quorum. Voting members will serve one year terms and may be eligible for re-election for up to five consecutive years.

SECTION 8. *Suspension and Termination of Membership.* Voting members may suspend or terminate the membership of another voting member provided that approval by a majority of the voting members present at a membership meeting, provided the number reaches quorum, vote thereto for actions that are not consistent with the mission of the BPDA, its code of conduct or for behavior inconsistent with the common standards of a voting member. The Board of Directors of the BPDA may also suspend or terminate the membership of any voting member if that member fails to attend six or more consecutive membership meetings. In the event of a membership suspension or termination, the BPDA will provide a brief explanation to the former members regarding the reason for such suspension or termination. The BPDA may reinstate a terminated member's membership status provided a majority of the voting members present

agree thereto. Upon termination of a voting member, the BPDA Clerk shall request nominations of a new voting member within 14 days of termination and a vote upon the nominees by a majority of voting members shall occur at the next scheduled meeting.

SECTION 9. *Vacancies.* Upon death, resignation, or removal, the Board shall hold a nomination meeting, either in person or electronically, within two weeks after the position has been vacated. An election to fill the vacancy shall be held, either in person or electronically, two weeks after the nomination meeting has occurred and not later than four weeks after the position has been vacated. The vacancy may be filled if a majority of the voting members present at the meeting vote in favor of the nomination.

ARTICLE III

MEETING OF THE MEMBERS

SECTION 1. *Annual Meetings.* Annual meetings of the BPDA shall be held on the second Wednesday in January or such other date as voting members determine. At least two weeks before the time appointed for each meeting, notice of the meeting shall be sent by the Board by mail or by any other means including electronic mail or other form of written communication to each voting member entitled to vote at its address or receiving number as shown by the records of the BPDA.

SECTION 2. *Special Meetings.* Special meetings of the BPDA may be called at any time by a majority of the voting members, the Board, or the officers. Upon request by a majority of the voting members, the Board must schedule such special meeting within ten business days. The location of the meeting shall be determined by the President. At least five business days before the time appointed for each meeting, notice of each meeting shall be sent by the Board by mail or by any other means including electronic mail or other form of written communication to each voting member entitled to vote at its address or receiving number as shown by the records of the BPDA.

SECTION 3. *Quorum.* At any meeting of the members, one fifth of voting members (with a minimum of 3 members present) shall constitute a quorum. Regardless of whether a quorum is present, a majority of the voting members present at a meeting may postpone any meeting to a later date that is no more than 30 days after the initial meeting.

SECTION 4. *Action by Vote.* When a quorum is present at any meeting, a majority of the votes properly cast by voting members present and voting shall decide any question, including election to any office, unless otherwise provided by law or these bylaws.

SECTION 5. *Voting by Mail or Other Means.* Voting members may vote by mail, electronic voting, electronic mail, or other form of written communication on all agenda items in which a member vote is required as well as other matters the Board considers of sufficient importance. When a vote is taken by mail or other means, a majority of the votes contributed by voting

members shall decide matters (provided that the number meets the quorum, as defined in Article III, Section 3), except for decisions requiring a two-thirds majority as specified in the other sections of these bylaws. The Clerk or an acting Clerk of the meeting shall cast such votes as indicated thereon with the same effect as if the members submitting them were personally present and voting at the meeting. When possible, voting members should be given a minimum three business days' notice, preferably one full week, to respond before a specific deadline for a given vote. If a topic brought up during the meeting requires immediate attention, the three business day notice can be waived and the board can proceed with the vote, if quorum is reached.

SECTION 6. *Electronic Updates.* Every voting member of the BPDA should be included in important electronic communications, such as votes, board-meeting invitations, board meeting minutes, and other important announcements. It is the responsibility of each voting member to keep the email list of the representatives updated.

ARTICLE IV

OFFICERS

SECTION 1. *Enumeration of Officers.* The officers of the BPDA shall be a President, a Treasurer, and a Clerk. All officers shall be elected annually by the voting members of the BPDA. Any voting member is eligible to become an officer of the BPDA if that voting member has been a member of the BPDA or is a BPDA committee member in good standing for at least six months. Officers need not be a current postdoctoral scholar, but should be completing or have completed their postdoctoral research within the last two calendar years. Such officers shall have such duties and powers as shall be designated from time to time by the Board and they shall be responsible to and shall report to the President or to such other officer as the President or the Board shall designate.

SECTION 2. *President.* The President shall have the responsibility of overseeing the activities of the BPDA. It is therefore the responsibility of the President to establish and maintain relationships that further the mission of the BPDA, fundraise, and negotiate with potential sponsors and develop funding opportunities. The President shall also organize and preside over all meetings of the Board, voting members, and committees. The President is in charge of administering all in-person or electronic voting of the voting members or Board. If the President is unable to attend a meeting, the President must appoint a board member to temporarily act in his or her place. The President shall also have any other rights and duties customarily incident to the office or as may be designated by the voting members. Two officers may share the role and duties of President if necessary.

SECTION 3. *Treasurer.* The Treasurer shall be in charge of maintaining the general financial affairs, funds, securities and valuable papers of the BPDA and shall keep full and accurate records thereof. The Treasurer is also charged with maintaining the BPDA books of account and accounting records, and of the BPDA's accounting procedures. This requires managing all receipts, bank statements, reimbursement expenses, credit card usage, and payments to committees. The Treasurer must be notified of any transaction involving BPDA funds, and the

Treasurer must report any transaction of BPDA funds at the subsequent BPDA meeting. This includes the transfer of BPDA funds between accounts. In conjunction with the President and Clerk, the Treasurer shall develop an annual budget in collaboration with committee chairs based on projected committee needs and goals. The Treasurer shall then submit the annual budget to the annual meeting of the voting members as well as report any other financial information to the voting members as they require. The treasurer must complete any financial reporting forms (including the IRS Form 990) in a timely manner. The Treasurer shall also have other rights and duties customarily incident to the office or as may be designated by the voting members.

SECTION 4. *Clerk.* The Clerk shall have the responsibility of scheduling, requesting agenda items and attending all meetings of the Board, voting members, and whenever possible, committees of the BPDA and shall make a record of their proceedings. If the Clerk is unable to attend committee meetings, the Clerk shall be responsible for obtaining meeting notes from the Committee Co-chairs. In conjunction with the President, the Clerk, before any meeting, must distribute agendas to all potential meeting participants. If an agenda item is requested by a member but not placed on the agenda by the Clerk, the submitting member is permitted to request an explanation from the Clerk at the meeting, and if the voting members decide by a majority vote that the item merits discussion, it will be added to the agenda *ad hoc*. The records of such meetings shall be under the Clerk's control and shall not be exhibited unless authorized by the voting members or required by law. The Clerk is also charged with updating and reporting all officer, director, and voting member information to the BPDA, or any other organization or agency requiring such information. The Clerk shall be charged with the recording of all in-person or electronic voting of the voting members or Board. The Clerk shall also have such other rights and duties as may be designated by the voting members.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. *Composition of the Board of Directors.* The BPDA shall be governed by a board of directors (the "Board"). The Board shall consist of at least five but no more than nine directors, to be elected as described in Article VI. The officers of the BPDA are Board members by default.

SECTION 2. *Terms of Office.* Directors will serve one-year terms beginning on the date of the annual meeting of the voting members. Directors may serve up to three consecutive or non-consecutive one-year terms. No PDA may have representation on the board for more than three consecutive years, unless an exception is approved by a majority of the voting members.

SECTION 3. *Meeting and Quorum.* Regular meetings of the Board shall be held on such days and at such time as the President shall determine. The Board shall meet at least four times per year. Special meetings of the Board may be called by the President at any time. The President must call a Board meeting when requested to do so by a majority or more voting members. At least 48 hours notice by mail, electronic mail, or other written communication, telephone or word

of mouth shall be given of all meetings of the Board unless shorter notice is adequate under the circumstances. Except as otherwise specifically provided herein, one third of the Board members shall constitute a quorum (with a minimum of three Board members present).

SECTION 4. *Powers and Duties.* The BPDA Board shall act in conjunction with the voting members as the legislative and executive body of the BPDA. A simple majority of the directors present at the meeting shall decide matters, except for decisions requiring a two-thirds majority of directors or decisions requiring additional authorization from BPDA voting members, as specified in the other sections of these Bylaws. Without limiting the generality of the foregoing, the Board shall have the following powers and duties:

- A. The Board shall be responsible for notifying voting members of any need to fill vacancies of the Board, officer, or committee positions (with the voting members filing these positions in accordance with Article VI), and may nominate committee co-chair candidates. The Board will also notify the voting members of qualified applicants to voting membership, as specified in Article II.
- B. The Board shall be responsible for updating and maintaining the functionality of the BPDA bylaws and ensuring the compliance of said bylaws by officers and committees.

SECTION 5. *Standard of Care.* Each member of the Board shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a Board member shall be entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented or prepared by or under the supervision of (1) one or more officers or employees of the BPDA whom the Board member reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons, as to matters which the Board member reasonably believes to be within such person's professional or expert competence, or (3) a duly constituted committee of the Board upon which the Board member does not serve, as to matters within its delegated authority, which committee the Board member reasonably believes to merit confidence.

SECTION 6. *Disclosures and conflicts of interest.* All voting members, officers, directors, and committee co-chairs shall disclose in writing their business involvements that may pose financial or ethical conflicts, their other board memberships and business interests, both for-profit and charitable. These disclosures shall be made at the initiation of their position and at the beginning of each subsequent calendar year at a minimum. The information disclosed shall be circulated to all voting and board members and be updated throughout the year as necessary. Any newly arising conflicts must be disclosed to the Clerk within 14 days. Disclosure of conflicts of interest, and any policies regarding conflicts of interest, will follow the associated "BPDA Conflict of Interest Policy" document in its most recently ratified form. The value and terms of any conflicts of interest will be disclosed on the organization's annual Form PC filing. Failure to disclose a

conflict of interest in a timely manner may constitute a sufficient breach as to justify removal from membership, position, or participation with the BPDA. Members that have disclosed a conflict of interest should refrain from discussion or voting on matters regarding their conflict at BPDA meetings.

SECTION 7. *Presence Through Communications Equipment.* Unless otherwise provided by law, members of the Board may participate in a meeting by means of a conference telephone or analogous communications equipment, which enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 8. *Action by Writing.* Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all of the members of the Board consent to the action in writing or electronically and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VI

ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1. *Nomination of Officers and Board Members.* Any voting member interested in becoming an officer or Board member of the BPDA must be nominated by at least two other current voting members of the BPDA. The number of nominated candidates can exceed the number of available officer or director positions.

SECTION 2. *Election of Officers.* All officers of the BPDA shall be elected at the annual meeting by at least a majority of the votes by the voting members. Officers will serve one-year terms beginning on the date of the annual meeting. An officer will also serve concurrently as a director of the BPDA.

SECTION 3. *Election of Board Members.* All Board members of the BPDA shall be elected at the annual meeting by at least a plurality of the votes by the voting members. Directors shall hold office in accordance with Article V Section 2.

SECTION 6. *Suspension or Removal.* The voting members may remove or suspend any member, officer, or director provided that at least two thirds of such voting members consent thereto.

SECTION 7. *Vacancies.* Upon death, resignation, or removal the Board shall hold a nomination meeting, either in person or electronically, within two weeks after the position has been vacated. An election to fill the vacancy shall be held, either in person or electronically, two weeks after the nomination meeting has occurred and not later than four weeks after the position has been vacated. The vacancy may be filled if a majority of the voting members present at the meeting vote in favor of the nomination.

ARTICLE VII

COMMITTEES

SECTION 1: *Establishment.* Committees may be established by a majority vote of the voting members. BPDA Committees shall promote the mission of the BPDA. Committees may be established either as permanent (long-term) component of the BPDA or as an ad-hoc (short-term) panel by a majority vote of the board. The Board shall appoint the members of such committee(s) and shall have the power at any time to discharge, change the membership or authority of, or fill vacancies in, any such committee through a simple majority vote.

SECTION 2: *Co-Chairs.* Each committee shall have one or more chairs, whose title(s) shall be chair or co-chairs, respectively. Committee co-chairs shall have the power to recruit new committee members, update the board and officers regarding committee with committee-related business, find sponsors for events and committee activities following consultation with the President and/or Treasurer and their written approval of such actions, utilize their budget to support the mission of their committees in a manner consistent with their mandate, to represent the BPDA to potential partners with approval of the President and/or Treasurer, to create content for the BPDA website and social media and distribute it upon approval of the President or Clerk. The co-chairs shall be responsible for updating the President on a quarterly basis of the activities of the committee.

The Board shall appoint the co-chairs of such committee(s) via a nomination process consisting of an initial nomination followed by a second nomination during a board meeting. All new co-chairs shall be approved by a majority of the board. The board shall have the power at any time to change the authority of, or fill vacancies in, any such position through a majority vote.

SECTION 3: *Eligibility and election of Co-Chairs.* Nominees for committee co-chair must have served as an active member of a BPDA committee for at least one month or have attended at least one committee meeting prior to nomination. Election requires an initial nomination from a voting member, board member or committee co-chair followed by a second nomination with a majority of the board of directors voting to approve the election of the new committee co-chair.

SECTION 4: *Committee organization and responsibilities.* Committees should meet at least bimonthly to organize and plan events and activities that are keeping the with mission of their committee mandates and the mission of the BPDA. At each meeting, one committee member shall be designated to take meeting minutes and share those minutes with the BPDA Clerk and President.

SECTION 5: *Suspension or Removal of Co-Chairs.* Voting members may suspend or remove a co-chair provided that at least two thirds of such voting members consent thereto.

SECTION 6: *Membership in Committees.* Committee member positions are available to both voting and non-voting members. Committee membership does not require a vote by the board or committee. To be considered a committee member in good standing, committee members must

attend at least three meetings within a calendar year or to participate in one committee-led event annually.

SECTION 7. *Termination of Committees.* Long-term committees may be terminated by a majority vote of voting members present. Short-term committees and working groups may be terminated by a majority vote of the Board.

ARTICLE VIII

INDEMNIFICATION OF BOARD OF DIRECTORS AND OFFICERS

SECTION 1. *Right to Indemnification.* The corporation shall, to the extent legally permissible and only to the extent that the status of the BPDA as an organization under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, indemnify each person who may serve or who has served at any time as a voting member, officer, director, committee co-chair, committee member, or employee of the corporation against all expenses and liabilities up to \$10,000, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding (“Claim”) in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation, or with respect to a criminal matter where he or she has reasonable cause to believe that his or her conduct was unlawful. Furthermore, no indemnification shall be provided to any person with respect to any claim by or in the right of the BPDA if such person is adjudicated to be liable to the BPDA or makes a settlement payment to the BPDA, unless a court otherwise determines that indemnification is appropriate under the circumstances. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

SECTION 2. *Payments.* All payments of any indemnification under this Article shall be authorized by any one of the following procedures:

A. The Board shall, by vote of a disinterested quorum of its Directors (without counting the vote or presence for purposes of a quorum of any member who is claiming such indemnification or is a party to the Claim in question), that the person claiming such indemnification is eligible to receive the same and, in the case of a settlement, that the amount paid in the settlement, or the portion thereof as to which indemnification is to be given, is reasonable under the circumstances; or

B. The voting members of the BPDA, by vote of disinterested quorum of its voting members (without counting the vote or presence for purposes of a quorum of any member who is claiming such indemnification or is a party to the Claim in question), shall have specifically determined that such person is eligible for such indemnification; or

C. A court having jurisdiction shall have entered a final order ordering the payment of such indemnification

SECTION 3. *Non-Exclusivity.* The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

SECTION 4. *Insurance.* The Board shall have power to authorize the purchase and maintenance of insurance at the expense of the Association for its benefit and the benefit of its Officers and Directors against any liability for indemnification hereunder, whether or not the BPDA would have the power to furnish such indemnification under this Article.

SECTION 5. *Amendment.* No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was made with the informed written consent of such indemnified person.

ARTICLE IX

PERSONAL LIABILITY

The members of the Board and the officers and members of the BPDA shall not be personally liable for any debt, liability, or obligation of the BPDA. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the BPDA may look only to the funds and property of the BPDA for payment of any such contract or claim, or for payment of any debt, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the BPDA.

ARTICLE X

INTERESTED OFFICERS, DIRECTORS, AND MEMBERS

No contract or transaction between the BPDA and one more of its members, officers, or Board members, or between the BPDA and any other corporation, partnership, association, or other organization in which one or more of its members, officers, or directors, are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, officer, or director is present at or participates in the meeting of the Board or committees thereof which authorized the contract or transaction, or solely because his, her or their votes are counted for such purpose.

ARTICLE XI

PARTNERSHIPS

All ongoing financial partnerships totaling \$1000 or more between the BPDA and other organizations, including any associated contracts or verbal agreements regarding the partnership, must be presented to the Board prior to their initiation and approved by a two-thirds majority. In the event of a conflict of interest, the affected members must amend their conflict of interest disclosures pursuant to the relevant bylaws regarding conflicts of interest.

ARTICLE XII

AMENDMENT OF BYLAWS

SECTION 1. *Amendment by the Voting Members.* Voting members may, at any meeting with a proper quorum as defined in Article III, Section 3, by a vote of two-thirds majority present at the meeting, amend or repeal its Bylaws, provided that no proposal for such amendment or repeal shall be acted upon unless a description or the text of such amendment or repeal is given to all members and directors.

SECTION 2: *Amendment Proposals by the Board.* If the Board determines that the Bylaws should be amended, the Board must propose such amendment to the voting members in writing.

SECTION 3: *Review.* The BPDA Board shall conduct a review of the Bylaws of the BPDA at least annually at least 30 days prior to the annual meeting so as to ensure that current procedures and policies of the BPDA comport with these Bylaws.

ARTICLE XIII

DISSOLUTION

SECTION 1: *Voting on Dissolution.* The BPDA may be dissolved if two-thirds of voting members vote in favor of dissolution.

SECTION 2: *Distribution of Assets.* If the corporation should be dissolved, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation, or contribute them to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).