

11/29/2006

Assembly of Scientists

Constitution and Bylaws

Draft V

CONSTITUTION

Article I – Name

The name of this unincorporated association shall be: the ASSEMBLY OF SCIENTISTS OF THE NATIONAL INSTITUTES OF HEALTH.

Article II – Objectives

The objectives of this Assembly shall be (1) the advancement of science and the maintenance of the highest standards of scientific research, (2) the maintenance of the highest standards in the translation of scientific discoveries to the care of patients suffering from disease, and (3) to provide a forum and a representative voice for the members of the Assembly on issues that are critical to their accomplishment of the first two objectives.

Article III – Membership

1. Membership in the Assembly shall be limited to the following individuals involved in conducting or administering clinical and basic research at the National Institutes of Health:
 - a. Tenured Investigators
 - b. Tenure-track Investigators
 - c. Staff Scientists
 - d. Staff Clinicians
 - e. Tenured Research Administrators in the Extramural Divisions of NIH
2. All members will be eligible to vote for representatives to the Assembly's Council.
3. All clinicians, researchers, and extramural research administrators who fall into the categories listed under Article III.1. will automatically be members of the Assembly. There will be no limit on the number of members.
4. A person may request not to be a member by forwarding such request to the Assembly's Executive Committee.

Article IV – Council, Executive Committee

1. The Assembly of Scientists will elect 24 representatives to serve on the Assembly's Council.
2. Each elected member of the Council will serve a two-year term. 12 seats will be up for election each year.

3. The 24-person membership of the Council will be comprised as follows:
 - a. Twenty-four representatives representing:
 - i. At least 12 different Institutes and Centers.
 - ii. At least one Tenure-Track Investigator.
 - iii. At least one Staff Clinician
 - iv. At least one Staff Scientist
4. The Assembly Council will select from among its elected representatives, 6 members to serve on the Assembly's Executive Committee, each for a 1-year term.
5. The officers of the Assembly shall be elected from among the members of the Executive Committee and will each serve a 1-year term, with the exception of the Deputy-Chair and the Treasurer who shall each serve a 2-year term on the Executive Committee.
6. The officers shall consist of a Chair, Deputy-Chair, a Secretary, and a Treasurer.
7. The process for the election of Council representatives, and the selection of the Executive Committee members and officers shall be provided in the Bylaws.

Article V – Annual Meeting

1. The Assembly will meet at least annually to provide a forum for all members to receive information on Assembly activities and important issues as well as to voice ideas and concerns regarding the objectives of the Assembly.
2. The Assembly Council may, from time to time, call for additional “all hands” meetings of the Assembly to address specific issues.
3. The Assembly Council shall meet at least 4 times per year to approve new initiatives and other business as set forth in the Bylaws.
4. The Assembly Executive Committee shall meet a minimum of once a month to conduct Assembly business. The Executive Committee may call for additional Assembly Executive Committee and Assembly Council meetings as needed to conduct and approve Assembly business as set forth in the Bylaws.

Article VI – Ratification, Alterations, Repeal

The Assembly of Scientists members may ratify this Constitution and the attached Bylaws by a majority vote of the members present at a special “all hands” Assembly meeting to be called by the current interim Executive Committee. Subsequent alterations or repeals to any Articles in this Constitution or its Bylaws may be made by the Assembly Council by a three-fourths affirmative vote at any Council meeting as directed

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in the Bylaws, and subsequently ratified by vote of the majority of the members present at an annual meeting of the Assembly.

BYLAWS

Article I – Name

The name of this unincorporated association shall be: the ASSEMBLY OF SCIENTISTS OF THE NATIONAL INSTITUTES OF HEALTH.

Article II – Election of Council Representatives

1. Members of the Assembly of Scientists may submit names in nomination from among their members to be listed on the ballot for the Assembly Council. Self-Nomination is permitted. There will be no limit on the number of members of the Assembly that may be nominated to run for a Council seat. Prior to balloting, each nominee shall affirm his or her willingness to serve. Following balloting those top 12 nominees, each from a different Institute and Center, and the single top nominees, from among the Tenure track, Staff Scientist and Staff Physician constituencies, receiving the most votes shall be elected. After these Council seats are filled, the remaining 12 seats will be filled the by the next 12 candidates receiving the most votes, irrespective of Institute, Center, or constituency. All representatives will serve a two-year term.
2. There will be no term limits for representatives.
3. Elections will be held electronically over the Internet and voting will be conducted over a period of 1 week during the month of October.
4. Elections will be implemented and overseen by a standing Election Committee made up of members of the Council appointed by the Chair of the Executive Committee. The first election will be administered and overseen by the interim Executive Committee elected in *February* 2005.
5. All members of the Assembly as defined by Article III of the Assembly Constitution shall be eligible to vote and to seek election to the Council.

Article III – Executive Committee and Officers

1. The Assembly Council will hold its first meeting of the fiscal year in November and will, at that meeting, select 6 members of the Council to serve one-year terms on the Executive Committee, except for the Deputy Chair and Treasurer, who will serve two-year terms on the Executive Committee.
2. In November 2005, the 6 members of the Council to serve on the Executive Committee will be chosen as follows: nominations will be taken from the floor and the 6 nominees receiving the most votes by paper ballot will be elected to serve on the Executive Committee. The Assembly Council will then elect, from

- the members of the Executive Committee, a Chair, Deputy-Chair, a Secretary, and a Treasurer. The election of officers will require a nomination, a second of the nomination and a verbal “yes” or “no” vote from the floor. The Deputy-Chair and the Treasurer shall serve two-year terms on the Executive Committee; the remaining members shall serve one-year terms on the Executive Committee.
3. Thereafter, in November of each year, the members of the Executive Committee will be chosen as follows: the Deputy-Chair will assume the position of Chair of the Council; the Treasurer will be elected only every other year, as his or her term expires; and the remaining 4 members of the Executive Committee will be elected annually. In years in which the term of the Treasurer has not expired, 4 members of the Executive Committee will be elected under the following process: nominations will be taken from the floor and the 4 nominees receiving the most votes by paper ballot will be elected to serve on the Executive Committee. The Assembly Council will then elect, from the members of the Executive Committee, a Deputy-Chair and a Secretary. The election of officers will require a nomination, a second of the nomination and a verbal “yes” or “no” vote from the floor. In years in which the term of the Treasurer has expired, 5 members of the Executive Committee will be elected under the following process: nominations will be taken from the floor and the 5 nominees receiving the most votes by paper ballot will be elected to serve on the Executive Committee. The Assembly Council will then elect, from the members of the Executive Committee, a Deputy-Chair, a Treasurer and a Secretary. The election of officers will require a nomination, a second of the nomination and a verbal “yes” or “no” vote from the floor.
 4. The Executive Committee will be responsible for conducting the routine business of the Assembly. Issues discussed by the Executive Committee that are deemed to require the support and assent of the Assembly Council will be brought to the meeting of the full Assembly Council for discussion and a vote.
 5. A simple majority of the Assembly Council will be required for approval of all business other than changes to the Constitution or Bylaws, which will be governed by the provisions of Article XII. A quorum of 52% of the elected members to the Assembly Council will be required for any vote to take place. In the case of a tie vote, the Chair of the Executive Committee will break the tie.
 6. The Chair of the Executive Committee will preside over all Executive Committee meetings and all sessions of the Assembly Council. The Chair will be the official spokesperson for the Assembly on all Assembly issues, unless the Executive Committee has designated someone else to speak on behalf of the Assembly.
 7. The Deputy-Chair will serve all the capacities of the Chair in the Chair’s absence or when designated to by the Chair. The Deputy-Chair will accede to the office of Chair at the conclusion of his/her term.

8. The Secretary will be responsible for keeping the minutes of all meetings of the Executive Committee and the Assembly Council. The Secretary will also be responsible for collecting information from the standing Committees and disseminating that information to the Executive Committee.
9. The Treasurer will be responsible for the monetary resources of the Assembly of Scientists, and will present a financial report at the annual meeting of the Assembly. The Treasurer will serve a two-year term, with no limit on the number of terms served.

Article IV – Vacancies

If a vacancy shall occur in the membership of the Assembly Council, such vacancy shall be filled for the balance of the term by appointment of the Chair subject to confirmation by the Assembly Council.

Article V – Committees

1. The standing Committees of the Assembly shall consist of the Executive Committee and the Election Committee. The Executive Committee shall have the authority to institute other Ad Hoc committees, which may include the Website Committee, the NIH Director's Liaison Committee and the Outreach Committee. Additional Committees deemed necessary by the Executive Committee may be seated from time to time to conduct Assembly business.
2. The Executive Committee will select each committee member and the Executive Committee will designate a Chair for that Committee.
3. Any member of the Assembly Council is eligible to serve on a Committee. Ad hoc members of committees from outside the Assembly council may also be appointed by the Executive Committee as deemed necessary.

Article VI – Meetings

1. Meetings as set forth in the Constitution shall be held at a time and place as determined by the Executive Committee.
2. All elected Council Members must attend at least 2 of the 4 regularly scheduled Assembly Council meetings. Council members not meeting this obligation for the duration of their two year term will be ineligible to stand for re-election to the Council for the subsequent term.

Article VII – Fees and Dues

1. In order to support the conduct of Assembly affairs, the Council may seek contributions from the membership. However, there will be no mandatory dues as a requirement for membership in the Assembly.

Article VIII – Resignations, Expulsions

1. Resignations of members of the Assembly shall be accepted by majority vote of the Executive Committee.
2. Upon receipt of a complaint, the Chair shall promptly undertake the following actions: (a) the Chair shall make a preliminary determination that the complaint is directed against a member of the Assembly, and may decline to exercise jurisdiction to consider the complaint if it is not directed at a member of the Assembly, or if the matter is also the subject of a complaint previously made to the Assembly and/or pending before a state or federal regulatory authority or court; (b) if the complaint is accepted, the Chairman will assign a member of the Executive Committee to serve as the investigator of the complaint; (c) both the complainant and the Assembly member that is the subject of the complaint (“the adverse party”) shall be sent notice of the receipt of the complaint and the assignment of an investigator to evaluate the allegations, and the adverse party shall be given thirty (30) days to respond to the complaint in writing; (d) within sixty (60) days of receipt of the complaint, the investigator shall contact the complainant, the adverse party and any other persons having information regarding the subject of the complaint, attempt to mediate the complaint, if possible, and draft a written summary of the facts of the complaint, any relevant documentary evidence, and including the investigator’s recommendation for resolution to the Chair (“the Investigator’s Report”); (e) within thirty (30) days of the receipt of the Investigator’s Report, the Chair will schedule a hearing before the Executive Committee at the earliest possible date, which, with the consent of the parties, can occur by conference call or similar electronic means; (f) the Executive Committee will receive the complaint, any response from the adverse party, and a copy of the Investigator’s Report; (g) at the hearing, each party may be represented by counsel at their own expense, present oral or written evidence, cross-examine witnesses, and present such factual and legal claims as are desired, with procedural and evidentiary decisions made by the Chair; (h) the Executive Committee shall report its finding on the merits in a writing within ten (10) days of the conclusion of the hearing; (i) the Executive Committee may order reprimand, probation, suspension or termination from the Assembly, as it deems appropriate; (j) an appeal from the Executive Committee may be taken by any party to the Assembly Council in a written notice setting forth the basis of the appeal and delivered to the Chair of the Assembly within thirty (30) days of the date of notice of the action being appealed; (k) upon receipt, the Chair will forward copies of the notice of appeal to the opposing party and provide that party thirty (30) days to submit a written response to the appeal; (l) the Chair will then deliver to the Assembly Council the complete record on appeal, including the notice of appeal and any responses submitted by the other party; (m) the Assembly Council shall, by majority vote of all

nonabstaining members, and without considering new evidence or conducting additional hearings, render a decision with respect to the appeal; (n) a written notice of that decision shall be sent to all parties within ten (10) days of the decision; (o) the decision of the Assembly Council with respect to the appeal shall be final and binding on all parties; and (p) if an adverse party's membership in the Assembly is terminated or suspended and such disciplinary measure is final and non-appealable, the Assembly shall publish a notice of such termination or suspension in any Assembly publication of general circulation among Association membership and/or on the Assembly website.

Article IX –Quorum

1. For Assembly Council business, a minimum of 52% of the elected representatives must be present to vote on any business.
2. The members present shall constitute a quorum for the purpose of conducting business not requiring a vote.

Article X – Indemnification

1. Settlements and Judgments: The Assembly shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Assembly) because he or she is or was a member of the Council, Officer or member of the Executive Committee of the Assembly against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if the Assembly finds in accordance with subparagraph (3) of this Article:
 - a. He or she acted in good faith; and
 - b. He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interest of the Assembly; and
 - c. With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Assembly, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his or her duty to the Assembly, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

2. Successful Defense: To the extent that a member of the Council, Officer or member of the Executive Committee of the Assembly has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

3. Specific Cases

Any indemnification under this Article (unless ordered by a court) shall be made by the Assembly only as authorized in the specific case, upon a determination that indemnification of a member of the Council, Officer or member of the Executive Committee of the Assembly is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made:

- a. By the Council by a majority vote of a quorum consisting of Council members who are not parties to such action, suit or proceeding;
- b. If a quorum of the disinterested members of the Council is not obtainable, or even if obtainable, a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion; or
- c. By majority vote of the members of the Assembly present and voting at a meeting where notice of this item is specifically indicated in advance.

4. Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Assembly in advance of the final disposition of such action, suit or proceeding, as authorized by the Assembly Council in the specific case, upon receipt of an undertaking by or on behalf of the member of the Council, Officer or member of the Executive Committee to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Assembly as authorized in these Bylaws.

5. Indemnification Not Exclusive

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the Assembly Council or the members of the Assembly, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Council, Officer or member of the Executive Committee, and shall inure to the benefit of the heirs, executors and administrators of such person.

6. Insurance

The Assembly may maintain insurance on behalf of any person who is or was a member of the Council, Officer or member of the Executive Committee against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the Assembly would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

Article XI – Bylaws

A decision of the Assembly Council shall be final upon all questions concerning interpretation of these Bylaws. Should any necessity arise for action not covered by an appropriate Bylaw, it shall be the duty of the Assembly Council to pass upon the subject and its decision shall be final and binding on the Assembly.

Article XII – Amendments, Repeal

Bylaws may be amended at an Assembly Council meeting by a three-fourths affirmative vote by the members present as long as a voting quorum has been reached. Amendments shall not be effective, however, until ratified by vote of the majority of the members present at an annual meeting of the Assembly.

Article XIII – Procedure

Proceedings of the Assembly of Scientists shall be conducted under Robert's Rules of Order.