

# Bylaws of the Genomic Standards Consortium

Ratified April 6 2011  
Amended September 27 2011

## **Article I - Name and Mission Statement**

The name of this organization shall be the Genomic Standards Consortium (GSC). The mission of the GSC is to perform research and education to benefit the public by building and maintaining consensus-driven standards in the biological sciences.

## **Article II - Objectives**

GSC shall accomplish its mission by working with the wider community on the following research and training objectives:

- implementation and maintenance of genomic standards including genomes, pan-genomes, metagenomes, marker gene sequences and sequence annotation,
- development of methods of capturing and exchanging metadata,
- harmonization of metadata collection and analysis efforts across the wider scientific community, and
- other such other activities that promote the mission.

## **Article III - Board of Directors**

The consortium shall be managed by a Board of Directors (the Board) including non-voting institutional liaisons who are appointed at the Annual General Meeting (AGM) of the Board. Board appointments may also be made at the GSC's 2nd yearly Community Meeting following nominations made to the Board at least two weeks prior.

## **Article IV - Powers**

In order to carry out the charitable objectives, the GSC has the power to:

- raise and spend funds,
- carry out the work of the consortium,
- co-operate with and support other individuals and associations with similar purposes, and
- do anything which is lawful and necessary to achieve the mission.

## **Article V - Membership**

At present, the GSC shall have no voting membership.

## **Article VI - Governance**

### Board

The Board shall be comprised of scientists who work in the fields of genomics, standards or bioinformatics, or related fields, and are actively involved in (ideally leading) at least one GSC working group, attending GSC board meetings on a regular basis, are aged 19 or over, and support the purposes of the consortium in general. Board members should also be ready to adopt GSC recommended standards and promote GSC efforts within the wider community.

The Board has the responsibilities of implementing the goals of the GSC. The Board can create committees and delegate specific responsibilities to them. The Board is also responsible for assuring an equitable representation on the Board and in committees, as far as is possible, of different geographical regions and areas of expertise. The Board may make such additional rules as it deems necessary for the efficient administration of the Board and of the GSC. These Rules shall be in effect after acceptance by the Board with a simple majority. The Board appoints the Officers and Committees necessary to organize the activities of the GSC. The Board also has the responsibility to administer the GSC finances.

### Number of Directors

The number of Board members shall be not less than ten nor more than twenty-five, with the exact authorized number of Board members to be fixed from time to time by resolution of the Board of Directors.

### Offices

The Board may establish such offices as it deems helpful. At a minimum there shall be a Chairman, a Treasurer and a Secretary of the Board.

### Term of Service and Appointments

Board Directors and Officers shall be appointed annually by a majority vote as stipulated in Article III. Board Directors and Officers shall serve one year terms or until their successors are appointed whichever comes first. Officers are *de facto* members of the Board.

### Duties of Officers

#### Chairman

The Chairman shall have executive supervision over the activities and meetings of the GSC within the scope provided by these Bylaws. The Chairman shall report annually on the activities of the Consortium.

#### Secretary

The Secretary shall keep the minutes of the meetings of the GSC and deposit meeting minutes in the GSC document archive. In the event that a meeting is called but no quorum is reached, the Secretary shall record any informal discussion that takes place at that time and place a copy of the discussion in the records. The Secretary shall also keep a register of the Directors and of the members of the GSC community including their email contact information.

#### Treasurer

The Treasurer shall be responsible for the safekeeping of Consortium funds, for maintaining adequate financial records and for depositing all monies with a fiscal sponsor or, if no sponsor is approved, then with a reliable banking company in the name of the GSC. The Treasurer is responsible for informing the Finance Committee and the Board of upcoming expenses and expenditures in a proactive way and seeking appropriate approval. The Treasurer shall render an annual report based on the calendar year. The Treasurer is responsible for providing the annual and monthly reports to the Board of Directors by email and for depositing the reports in the GSC document archive. The Treasurer, or if the Treasurer is unavailable the Deputy Treasurers, if any, shall have signatory authority to sign financial instruments on behalf of the GSC.

#### Compensation

No Director shall receive compensation from the GSC for services performed as a Director but may be reimbursed for expenses undertaken on behalf of the GSC and for other services performed for the consortium. The undertaking of such expenses or performance must be authorized in advance by the Finance Committee, if any, and by the Board if no Finance Committee exists.

#### Resignation

Resignations shall be effective upon receipt in writing by the Chairman of the Board (if any), the Secretary, or the Board, unless a later effective date is specified in the resignation.

#### Removal

Any Director may be removed at any time by the affirmative vote of a majority of the entire Board then in office with at least 14 days notice of such proposed action. The Director has the right to be heard by the Board before the decision is made.

#### Vacancies

A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for appointment to that office.

### **Article VII - Meetings**

#### Rules

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern all Board meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the GSC may adopt.

### Notice of Meetings

The Chairman or Secretary shall announce the meeting dates, call-in information and/or locations to the Board members at least 7 days in advance and shall distribute the meeting agenda in advance.

### Quorum

A quorum of one-third, but no less than seven of the Directors currently in office shall be required to conduct any meeting of the Board.

### Electronic Communication

Any notice or communication regarding Board meetings and actions may be sent via email or other written electronic communication. Any meeting may be conducted by telephone or other electronic means so long as all Directors present can hear and be heard by all others.

### Board Meetings

Board meetings will be held the first Thursday of each Month unless the Board shall determine otherwise. In addition, the Board of Directors shall hold an Annual Board Meeting (at least once a year), preferably in person and in conjunction with a GSC community event. The Chairman shall chair all meetings of the Board. In the event that the Chairman is not available the Chairman shall designate another Director to chair the meeting.

If a Director has a conflict of interest he/she must declare it and leave the meeting while this matter is being discussed or decided.

### Special Meetings

Special meetings of the Board may be called at any time by the Chairman or at the request of a majority of the Directors. Normal rules of conduct apply as for all Board meetings. The only business transacted at a Special Meeting shall be the specific purpose for which the meeting was called. At least 7 days notice of any Special Meeting shall be given by email to all Directors.

### Community Meetings

The Board may convene conferences and events for the larger community of GSC supporters ("the Community"). Community events shall be held each year and hosted/organized by a GSC Board member, working with local hosts, with an effort to locate meetings in the various locations around the world as determined by the Board. Meetings will have an organizing Committee of at least six members from different institutions and will adhere to the GSC workshop planning checklist document. At least one Community event shall be held in conjunction with the Annual Board Meeting at which event the Board shall deliver to the Community written annual reports from the Chair, Secretary and Treasurer, including a financial report and any other business deemed necessary by the Board.

### Voting

Directors shall have the right to vote in person or by a proxy at all Board meetings. Each Director shall have one vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie, the Chairman shall have an additional vote to break said tie. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

#### Proxy

Any member may be represented at any regular or special meeting of the members by a duly appointed proxy who is another Director. Any such proxy shall be dated and limited to the specific meeting for which it was issued or the adjournment thereof and shall be filed with the secretary of the meeting or given orally or electronically at the meeting.

### **Article VIII - Changes in the Bylaws**

The Bylaws may be amended or repealed in whole or in part. Proposed amendments to these Bylaws shall be submitted in writing to the Directors at least two weeks in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the Directors then in office shall be required to adopt a Bylaw amendment.

### **Article IX- Committees**

#### GSC Advisory Boards

The Board may establish and appoint members to Advisory Boards to help inform and guide the Board in fulfilling the mission of the GSC. The members of Advisory Boards will not consist of Board members, but include previous Board members or non-Board members and may be appointed as the Board determines. GSC Advisory Boards may not exercise the authority of the Board to make decisions on behalf of the GSC, but shall be restricted to making recommendations to the Board.

#### Board Committees

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create any number of Board Committees, each consisting of two or more Board Directors (and only Directors) to serve at the pleasure of the Board. Appointments to and removal from any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given authority by the Board to act on matters within the charter of the Committee.

The Finance Committee, as a Board Committee, shall be responsible for oversight of the GSC's financial activities including budget and financial planning, reporting, internal controls and accountability practices, audits, investments, development and fundraising. The Committee shall monitor the activities of the Treasurer.

#### GSC Committees

The Board may establish one or more Committees to advise the Board. The members of any GSC Committee may consist of Board members, previous Board members or non-Board

members and may be appointed as the Board determines. Updates on committee activities should be reported to the Board in writing at regular intervals. GSC Committees may not exercise the authority of the Board to make decisions on behalf of the GSC, but shall be restricted to making recommendations to the Board or Board Committees.

#### GSC Working Groups

The GSC working groups shall be comprised of self defined groups of GSC participants focused on conceptualization and delivering a specific project or development area for the GSC. Working groups should include representatives from at least six institutions, if not many more, to build appropriate levels of consensus and balance and get approval from the Board to work under the GSC auspices. Working groups should attempt to include at least one Board Director if not more to help the flow of information among working groups and between the working group and the Board. Updates on working group activities should be reported to the Board in writing at regular intervals. Board has the right to request updates as well as to dissolve a non-functioning working group. GSC working groups may not exercise the authority of the Board to make decisions on behalf of the GSC, but shall be restricted to making recommendations to the Board or Board Committees.