



BioCommunications Association, Inc.

founded 1931

Constitution of the BioCommunications Association

The BioCommunications Association was founded in 1931 as the Biological Photographic Association by a small group of BioPhotographers with the common goal of furthering the profession of Biophotography through education, the sharing of ideas and techniques, thus elevating the standards of Biophotography.

It is with this beginning, the BioCommunications Association has accepted the challenge of continuing that goal by providing educational opportunities through endowed educational funds, by educational forums sponsored throughout each year and by chapters of the BioCommunications Association around the world.

Article I - Name and Purposes

- 1.1 Name. The name of this association shall be the BioCommunications Association, in this document referred to as the Association.
- 1.2 Mission. The association is dedicated to enhancing the professional competency of its members and advancing the profession by educating, encouraging and fostering creators and users of visual communication media in the life sciences and medicine.
- 1.3 Not-for-Profit Status. The Association shall be incorporated and its affairs conducted not for profit. The corporation is organized exclusively for one or more purposes specified in section 501c of the Internal Revenue Code of 1986.
- 1.4 Meeting. There shall be an annual meeting for conducting association business, [a forum for the membership to bring forward and deliberate matters of concern 11/2003] and for the presentation of a scientific and educational program.
- 1.5 Policies and Procedures. The Association shall maintain a Policies and Procedures Manual which details the policies and procedures of the Association.

Article II - Membership

- 2.1 Classes. There shall be various classes of individual, institutional and sustaining memberships as determined by the Board of Directors.
- 2.2 Refusal and Termination. The Board of Governors shall have the right to refuse, for cause, a prospective member. The Board shall have the power to terminate membership of current members for violation of provisions of this Constitution and/or the operating rules of the Association, and/or of its standards of professional or ethical conduct.
- 2.3 Dues. Each member may be required to pay annual dues as established by the Board of Directors and set forth in the Policies and Procedures Manual

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Article III - Governance

- 3.1 Officers. The elected officers of the Association shall be: President, Vice President and Secretary-Treasurer, each of whom shall be an Active Member in good standing. The eligible voting members of the Association shall elect officers for a one year term. [The President and Vice President may serve up to three consecutive duly elected terms in office 11/2003].
- 3.2 Directors. The Association shall have no more than six elected directors. They shall be Active Members elected by members of the Association, with two being elected each year to serve for a three year term. The President shall appoint three Directors with the concurrence of the elected Directors to serve as Directors of Conferences, Committee on Professional Education, and Communications, to serve for one year terms with unlimited succession. [The chair of the certification committee shall serve as a voting Director concurrent with the term as chair of the certification committee.7/2005]
- 3.3 Executive Director. The Association may choose an Executive Director to manage its business affairs and act as the business representative. The Executive Director serves at the pleasure of the Board of Governors.

Article IV - Board of Governors

- 4.1 Composition. The Board of Governors shall consist of the Officers and the ten Directors. Other non-voting positions may be established by the Board. The Executive Director shall be a non-voting member of the Board. The President shall be the Chairperson of the Board.
- 4.2 Duties. The Board of Governors shall guide and govern the affairs of the Association. They shall formulate rules and procedures for the conduct of the Associations affairs, and create committees to implement them. They shall maintain liaison with non-Board committees [11/2003].
- 4.3 Removal From Office. Upon receipt of a fully documented written complaint and establishment of cause, the Board of Governors may cause removal of a member from office. Such removal shall require one less than unanimous consent of the Board. The person subject to removal may participate in the proceedings and may be represented by counsel.

Article V - Deleted [11/2003]

Article VI - Chapters

- 6.1 Composition. The Association shall be composed of any number of Chapters, [approved and chartered by the Board of Governors 11/2003]. All Chapters shall enjoy equal status within the Association and shall conduct their affairs in conformity with the Association Policies and Procedures. Chapter membership is restricted to Members of the Association in good standing. The Board of Governors shall establish geographical boundaries.
- 6.2 Governance. Each Chapter shall establish such structures that it may consider necessary to the scope of its activities and function within the framework of their bylaws, as approved by the [Board of Governors 11/2003]. Neither a Chapter, nor any of its members, may issue a resolution or statement without approval of the Board of Governors.
- 6.3 Finances. Each Chapter shall be financially independent and accountable to the Association.

Article VII - Deleted [4/2004]

Article VIII - Honors and Awards

The Association shall maintain a program of recognition for persons who have made conspicuous contributions to BioCommunications or performed outstanding service to the Association.

8.1 Administration. The honors program shall administered by the Board of Governors following policies as set forth in the policies and procedures manual.

Article IX - Communications

There shall be an official Journal of the Association to be published at stated intervals, as well as a Newsletter to be published as determined by the Board of Governors. Other media sponsored by the Association may be published as needed.

Article X - Dissolution

In the event of the dissolution of the BCA, assets of the Association shall be distributed to other organization/s qualified under Section 501c of the Internal Revenue Code.

Article XI - Amendments

This document may be amended by two thirds of the votes cast at the called business meeting during the Annual Meeting or by mail, or both, provided that a quorum of members in good standing participate. A quorum shall consist of 15% of eligible members.