

PROPOSED BYLAWS OF

The Massive Analysis and Quality Control (MAQC) Society

Article I. Name

The name of the Society shall be the **Massive Analysis and Quality Control (MAQC) Society**.

Article II. Purpose, Objective, Goals and Practices

The purposes of the Society are scientific, educational, literary, and charitable.

The objective of the Society is to communicate, promote, and advance reproducible science principles and quality control for analysis of the massive data generated from the existing and emerging technologies in solving biological, health, and medical problems.

The goals of the Society are to

- Advocate and facilitate the development and application of quality control practice and standard analysis protocols of bioinformatics and biostatistics for enhanced reproducibility across multiple experiments, laboratories, and data analysis methods,
- Advance our understanding and best practices in the analysis of massive data from emerging technologies applied in drug development, clinical application, and safety/risk assessment.

To achieve these goals, the MAQC Society will:

- Provide a platform for the members to address and discuss the issues related to the objective.
 - Coordinate activities that will contribute to the development of the objective.
 - Engage its dialog and cooperation with societies and organizations of similar interest and focus.
 - Facilitate the collaboration of researchers to develop projects related to the objective.
 - Promote education and communication of the objective with the national and international communities.
 - Inform the general public on the results and implications of current research related to the objective.
 - Support, encourage, and mentor the career development of young scientists and students deeply engaged in the objective.
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Article III. Member

Section 1. Members. The Society shall consist of the Voting Members and other Individual Members and Group Memberships (that consist of Individual Members from the same organization). The Voting Members have to possess the membership either as an Individual Member or through Group Membership. The Voting Members may establish additional or different member categories, and may rescind member categories, as they deem necessary or desirable in furtherance of the Society. Unless specifically mentioned, Members in all categories shall have all of the privileges of membership, including the right to hold office; the right to vote is reserved exclusively to the Voting Members. Members in all categories shall pay dues and fees as determined by the Voting Members.

Section 2. Voting Members and Voting Process. The Voting Members are the Presidential Officers (4 Officers), the individuals elected to the Board of Directors pursuant to Section 5 of Article V, the Treasurer and the Executive Secretary. The Voting Members shall exercise all decision-making authority for the Society business. The Voting Member shall also act as spokespersons for the Society. Each Voting Member shall be entitled to one vote. The voting process requires the participation from at least two thirds of the Voting Members and a motion can only be carried through with the majority votes (proxy voting is not permitted).

Section 3. Individual Members. Any person who has a professional interest in the objective of the society is eligible to be an Individual Member. Applications shall follow procedures defined by the Voting Members.

Section 4. Group Memberships. Any organization (government, academia or industry) that supports the objectives of the Society and is willing to contribute to the achievement of those objectives is eligible for Group Membership. A Group Membership consists of individuals from a single organization. The determination of the number of individuals covered under a Group Membership is in correspondence of the membership which is determined by the Voting Members. Furthermore, applications of a Group Membership shall follow procedures defined by the Voting Members.

Section 5. Dues and Assessments. The Voting Members shall set annual dues, Membership year, and special assessments to the Members according to the needs of the Society.

Article IV. Meetings

Section 1. Annual Meeting. The Society members shall meet annually at a place and time designated by the Voting Members. The Voting Members may also call special membership meetings.

Section 2. Notice of Meetings. The President shall notify members of Annual Meetings and Special Meetings of the membership as a whole, indicating the place and time of the meeting and, in case of a Special Meeting, the purpose for which the meeting is called. Such notice of Special Meetings shall be distributed not less than ten or more than fifty days before the date of the meeting.

Article V. Board of Directors

Section 1. Board of Directors. The Board of Directors (including Chairman of Board) is comprised of the individuals elected pursuant to Section 5 of this Article V and the individuals serving as the Presidential Officers, the Executive Secretary and the Treasurer.

Section 2. Board Responsibilities. Chaired by the Chairman of Board, Board of Directors shall make decisions on (1) the suitability of any use of the Society's name by Officers and Board Members in any publication or public address, (2) applicable provisions of law, the Articles of Incorporation and these Bylaws, (3) issues relating to major policy changes, major financial changes, and major disputes, (4) nomination of the annual society meeting and special meetings as necessary, and (5) overseeing the annual budget and other financial matters.

Section 3. Chairman of Board. The Chairman of Board is one of the Board of Directors. He/She will be elected from the Voting Members and approved by the Voting Members with the defined voting process. He/She oversees the execution of the bylaws and shall see that all Orders and Resolutions agreed by the Voting Members are carried into effect. In the event of gross negligence or failure to properly fulfill the duties of the Chairman of Board, the Voting Members may vote his (or her) removal with the defined voting process and to name an acting replacement from the Voting Members. In the event that the Chairman of Board resigns, the Voting Members are authorized to name a replacement from the Voting Members with the defined voting process.

Section 4. Meetings. The Board of Directors shall meet at the Annual Meeting and at other times and places as is deemed necessary. Meetings may be conducted in person, via videoconference, and/or by telephone or other form of live telephonic communication. The Board of Directors may also conduct business by mail, email, or via web surveys but in such cases any vote must be by a minimum of two-thirds of all Voting Members.

Section 5. Election of Directors. Seven individuals shall be elected by the Voting Members to the Board of Directors for a 3-year term with an option of being re-elected for one more consecutive term. His/her re-election should be agreed/proposed by the Chairman and approved by the Voting Members. An existing Director can be elected as an Officer or Board Chairman, and the replacement will then be determined based on the Society needs and approved by the Voting Members. Directors who are completing two consecutive terms on the Board may not be reelected as a Board Director except as an Officer or Board Chairman.

Section 6. Resignation of Board Members. In the event that a Board Member resigns, the Board of Directors is authorized to name a replacement to serve until the next Annual Meeting at which time the Membership elects a replacement to serve out the remaining term.

Article VI. Officers

Section 1. The Presidential Officers. The Presidential Officers consist of President-Elect, Vice President, President, and Past President. All the Presidential Officers are required to be Regular Members of the Society (Individual or Group Membership) and in good standing.

- The President shall attend at all the meetings called by the Chairman of Board, Annual Society Meetings, and Special Meetings of the Society if necessary; shall be responsible for conducting the Annual Society Meeting. The President shall serve as Chairperson of the Steering Committees for the Annual Society Meeting, which consists of both local organizing committee and scientific program committee.
- The President-Elect, Vice President, and Past President shall assist the President. All of them can substitute for the President when necessary in the sequence of Past President, Vice President, and President-Elect.
- The duties of the President-Elect, Vice President, and Past President will vary and subject to the needs of the Society and will be assigned by Chairman of Board.

Section 2. Election and Succession of Presidential Officers. The President-Elect shall be elected annually for a period of one year by the Voting Members with the defined voting process. The President-Elect shall assume office three months after the conclusion of the Annual Meeting or agreed by the Voting Members after the conclusion of the Annual Meeting; at the same time, the previous President-Elect shall become Vice President, the previous Vice President become President, and the previous President shall become Past President. Past Presidents shall not be eligible for re-election to the office of President-Elect for a period of one year after completing their term as Past President but exception can be granted by the Voting Members with the defined voting process.

Section 3. The Executive Secretary. The Secretary shall be elected by the Voting Members. In the event that the Executive Secretary resigns, the Voting Members can recommend replacement(s) and the Chairman of Board will make the selection. The position is 3-year term with extension approved by the Voting Members with the defined voting process. The Executive Secretary shall be responsible for the minutes of all meetings including special meetings if necessary.

Section 4. The Treasurer. The Treasurer shall be elected by the Voting Members. In the event that the Treasurer resigns, the voting members can recommend replacement(s) and the Chairman of Board will make the selection. The position is 3-year term with extension approved by the Voting Members. The Treasurer shall be responsible for overseeing all moneys and valuable effects in the name and to the credit of the Society, and for overseeing full and accurate accounting of receipts and disbursements in books belonging to the Society. The Treasurer shall render to the Chairman of Board and the Voting Members at its regular meetings, or when the Chairman of Board and President so requires, an account of the financial transactions and status of the Society. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 5. Removal of Officers. In the event of gross negligence or failure to properly fulfill the duties of an Officer, two-thirds of the Board of Directors may vote to remove any Officer and to name an acting replacement from amongst their ranks.

Article VII. Committees

Section 1. Formation. The Board of Directors may appoint committees to act for the Board for special purposes, designating their duties and powers in the resolution of appointment. Such resolution must be adopted by a majority vote of the members of Board of Directors. Board of Directors may also appoint or designate members of the Society or other qualified individuals to serve as members of the committees as deemed appropriate. This action must also be adopted by a majority vote.

Section 2. Steering Committees. Steering Committees shall include – but are not limited to – the following Committees: *Scientific Program Committee* and *Local Organizing Committee*. Members of all Committees serve at the discretion of the Board of Directors. The Steering Committee shall be responsible for the organization, preparation, and hosting of the Annual Meeting and for any special scientific sessions sponsored and authorized by Board of Directors. While Scientific Program Committee is responsible for the development of scientific program, Local Organizing Committee is responsible for the logistic associated with the conference. Substantial change in practice or policy – especially matters affecting financial liability, public relations, or relations with other societies – must be approved by Board of Directors. The Steering Committee shall be chaired by the President. Co-chairs include the Chair of the Scientific Program Committee and the Chair of the Local Organizing Committee. The Co-Chairs and the Chapter of the Society which will be hosting the next Annual Meeting will be announced at the prior Annual Meeting after selection by the Board of Directors. The Steering Committee may include as many Members and non-members as the Chair and Co-Chairs deem necessary.

Article VIII. Chapters

Section 1. Recognition. The Board of Directors may choose to recognize any Chapter made up of three or more Members with a duly-elected Chair who may optionally participate in Board of Director meetings in an ex-officio capacity. Chapters who wish to be recognized must apply to for recognition and indicate their planned meeting schedule, any proposed Chapter dues, and their purpose for organizing.

Section 2. Meeting Requirements. Each Chapter will determine its objective and activities, which needs to align with the overall objectives of the Society. Chapter activities over the past year need to be reported at each Annual Society Meeting.

Article IX. Fiscal Year

Section 1. Period. The fiscal year of the Society shall be the calendar year commencing on the 1st day of January and ending on the 31st day of the following December.

Section 2. Treasurer's Report. A report of the fiscal state of the Society shall be made by the Treasurer whenever requested by the Voting Members.

Article X. Amendments

Amendments to the Bylaws should be carried out by the Voting Members with the defined voting process.

Article XI. Dissolution

In the event of the dissolution or termination of the Society, title to and possession of all the property of the incorporated Society shall pass forthwith to such organization or organizations qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, that in the option of the Voting Members is or are best fitted to carry on the purpose of the MAQC Society.