

**International Xenopus Board**  
**Bylaws**  
(January 12, 2017)

**Short History**

The *Xenopus* research community has held a biennial scientific conference for more than 30 years. It rotates between North America and Europe. Initially the community was small and less than a hundred individuals would attend the conference, allowing it to be organized in an informal fashion. However, the community has grown considerably, and attendance at the conference is now typically over 300 individuals. Consequently, organization of the conference has become too large a task for any one individual, and the need to solicit external funding from grants and companies has greatly increased. Furthermore, the international community has initiated several new activities that are having a dramatic impact on the community as a whole, such as stock centers, workshops and “Resources and Emerging Technology” meetings. Therefore, a formal organization to assist in managing the organization of these activities and the finances of the different endeavors became warranted. In 2015, the non-profit International *Xenopus* Board was incorporated (see “Certificate of Incorporation”).

**ARTICLE I – NAME AND PURPOSES**

**Section 1. Name.** The name of the corporation shall be the International *Xenopus* Board, Inc. (“the Board”).

**Section 2. Purposes.** The International *Xenopus* Board is a representative group of working scientists who use *Xenopus* as their primary model organism.

The purposes of the Board are to further the use of *Xenopus* in scientific inquiry, to organize the biennial international scientific conference, to organize the annual “Resources and Emerging Technology” meeting, to represent and promote communication among *Xenopus* researchers, and to promote *Xenopus* resources.

**ARTICLE II - OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers.** The officers of the Board shall be a President, a Secretary and a Treasurer. They shall also be the Officers of the Board of Directors.

**Section 2. Board of Directors.** The Board of Directors shall consist of the Officers of the Board, the Past-President, the President Elect and six Directors, chosen from the Scientific Organizers of the previous, current, and upcoming International *Xenopus* Conferences.

**Section 3. Terms of Office.** The President shall be appointed by the Board of Directors for a period of four years during which he/she shall successively occupy the positions of President-Elect (1 year), President (2 years) and "Past-President" (1 year).

The Secretary and Treasurer shall each serve for three years, renewable for a second

term. The Secretary will nominate a successor who must be a current or past member of the Board. The nominee must be approved by a vote of the Board of Directors. The Treasurer will nominate a successor who must be a current or past member of the Board. The nominee must be approved by a vote of the Board of Directors. The terms of the Secretary and Treasurer shall be staggered to occur in different years

No person shall serve on the Board of Directors for more than six successive years. No person shall serve more than one consecutive term as President. Terms of office for the Officers and the Directors begin and end coincident with the annual “Resources and Emerging Technology” meeting (late summer/early fall).

**Section 4. Ex officio members and guests.** The following individuals from the research community (or their designated representative) will serve on the Board as non-voting *ex officio* members:

- The Directors of Xenbase
- The Director of the National *Xenopus* Resource (USA)
- The Director of the European *Xenopus* Resource Center (UK/EU)
- The Director of the National BioResource Project (Japan)
- The Director of the *Xenopus laevis* Research Resource for Immunobiology
- The Chairs of the Stock Center Advisory Committees

**Section 5. Vacancies on the Board of Directors.** Vacancies on the Board of Directors resulting from retirement of a member shall be filled for the unexpired term through election by majority vote of the Board of Directors.

**Section 6. The President.** The President shall be the chief executive officer of the Board, preside over the annual business meeting of the Board, serve as Chair of the Board of Directors, and carry out other activities usually pertaining to the office. During the absence of the President, either the President-elect or Past-President shall replace the President.

**Section 7. The Secretary.** The Secretary of the Society shall keep minutes of the meetings of the Board of Directors and carry out other duties that usually pertain to the office.

**Section 8. The Treasurer.** The Treasurer shall prepare the annual budget and financial reports, one being the end-of-year report, to be presented at the Board meetings, for approval by the Board of Directors. The Treasurer shall be responsible for the financial affairs of the Society.

**Section 9. Duties of the Board of Directors.** The Board of Directors shall be responsible for the conduct of the affairs of the Board in accordance with the Articles of Incorporation and these Bylaws.

The primary functions of the Board are:

To serve as advocates for the *Xenopus* research community and represent community interests for advising funding agencies. This includes appointing committees to address specific issues as become necessary.

To facilitate a free and productive relationship between the research community, the administrators of Xenbase, and the Directors of the Stock Centers.

To ensure a successful annual “Resources and Emerging Technology” meeting.

To ensure a successful biennial International *Xenopus* Conference. The Board shall select the Scientific Organizer(s) and advise on the venue and applications for extramural support.

To ensure that the *International Xenopus Conference* and the *Resources and Emerging Technologies Meeting* support the entire community by requiring gender and geographic equity among conference organizers, speakers, and session chairs.

To promote the future of research with *Xenopus* by facilitating the active participation of junior faculty and trainees in the *International Xenopus Conference* and the *Resources and Emerging Technologies Meeting*, including but not limited to their selection as conference organizers, speakers, and session chairs.

To bestow the John Gurdon Award for the best talk by a trainee at the *International Xenopus Conference*.

To administer the funds of the International *Xenopus* Board to support the biennial conference and the *Resources and Emerging Technologies Meeting*.

The Board may authorize other activities (regional meetings, workshops, special conferences, awards, etc.) in the interest of *Xenopus* research.

The Board's discussions of community issues benefit from input from the entire community. Therefore, the President shall conduct an open session at the annual “Resources and Emerging Technology” meeting to solicit input on major issues of concern. Advice from the *ex officio* members also will be solicited on all Board issues. However, the three Officers and the Directors constitute the voting body of the Board.

**Section 10. Meetings of the Board of Directors.** The Board of Directors shall meet at least once a year in conjunction with the annual “Resources and Emerging Technology” meeting. The President may call additional special meetings of the Board. Each Director shall be provided with written notice by mail or electronic mail at least two days prior to any regular or special meeting of the Board. One member more than a majority of the members of the Board of Directors shall constitute a quorum for meetings of the Board.

The Board may invite guests to attend the portions of the meeting relevant to their activities including but not limited to reporting of their activities. Meetings shall be either in person and/or via Skype/FaceTime/phone conference, etc.

**Section 11. Action Without a Meeting.** The Board of Directors may take any action without a meeting by unanimous consent, provided that such consent is signed by each and is filed or entered into the records of the Board.

### **ARTICLE III - MEETINGS**

**Section 1. Biennial Conference.** There shall be an International *Xenopus* Conference every two years, rotating between continents, traditionally North America and Europe. At its discretion, the Board can approve a meeting site in other locations. The Board of Directors will appoint the Scientific Organizers, time and place of the next conference.

**Section 2. Resources and Emerging Technology Meeting.** This meeting shall be held every year. In those years that coincide with the International *Xenopus* Conference, it shall be part of that meeting.

**Section 3. Notice of Meetings.** The Board shall provide *Xenopus* researchers with notice of each meeting at least 90 days prior to the meeting. Such notice shall be provided by mail, posting on Xenbase or via the electronic newsletter (Xine).

### **ARTICLE IV - FINANCES AND ADMINISTRATION**

**Section 1. Registration Fee.** The registration fees at the biennial conferences shall be based on affordability and the Board's fiduciary obligations, as determined by the Board of Directors.

**Section 2. Fiscal Year.** The fiscal year of the Society shall begin on January 1.

**Section 3. Financial Report.** At the end of each fiscal year, the Treasurer shall submit a statement of financial condition to the Board of Directors for approval. This statement shall be accompanied by the report of a professional auditor.

### **ARTICLE V – CONFLICT OF INTEREST AND ETHICS**

**Section 1. Board of Directors.** Members of the Board of Directors:

1. Shall receive no payment of honoraria;
2. Shall serve the Board with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Board;
3. Shall file with the Board a statement disclosing all business, financial, and organizational interests and affiliations they or persons close to them have which could be construed as related to the interests of the Board; and
4. Shall disclose to the Board all matters before the Board in which they have actual or apparent conflicts of interest and shall abstain from votes of the Board of Directors to determine whether such issues present conflicts of interest with or to the Board.

**Section 2. Fiduciary Responsibility Policy.** All Officers and Members of the Board of Directors must comply with the Board's Fiduciary Responsibility Policy and must complete and sign the International *Xenopus* Board Disclosure Statement and Acknowledgement identifying any potential conflicts of interest that they may have.

## **ARTICLE VI – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board 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 Board may adopt.

## **ARTICLE VII – AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS**

**Section 1. Amendments to the Bylaws.** Amendments to the Bylaws may be proposed by the Board of Directors or by a petition to the Board of Directors signed by at least 25 *Xenopus* PIs. The Board of Directors shall notify *Xenopus* PIs via email (Xine newsletter) regarding the proposed amendments to seek their input. After a minimum of one month to receive PI input on the proposed amendments, the Board shall vote on the final approval. To be adopted, amendments must be approved by two-thirds of the voting members of the Board of Directors.

**Section 2. Amendments to the Articles of Incorporation.** Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by a petition to the Board of Directors signed by at least 25 *Xenopus* PIs. The Board of Directors shall notify *Xenopus* PIs via email (Xine newsletter) regarding the proposed amendments to seek their input. After a minimum of one month to receive PI input on the proposed amendments, the Board shall vote on the final approval. To be adopted, amendments must be approved by two-thirds of the voting members of the Board of Directors.