

# ARTICLES OF INCORPORATION OF THE RNA SOCIETY

## ARTICLE I. *Name*

The name of the Corporation is: The RNA Society

## ARTICLE II. *Duration*

The period of duration of the Corporation shall be perpetual.

## ARTICLE III. *Purpose and Powers*

**Section 3.1. Purposes.** The Corporation is organized exclusively for educational, charitable, scientific and literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and in furtherance of such purposes to receive by gift, bequest, devise or otherwise, money or other property; and to do any and all other things necessary or proper in connection with or incident to any of the foregoing upon a nonprofit basis.

**Section 3.2. Powers.** In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions in Section 3.3 of this Article, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation.

### **Section 3.3. Restrictions Upon the Powers of Directors and Others.**

**A.** No part of the net earnings of the corporations shall inure to the benefit of any director or officer of the Corporation or any other private individual, provided that reasonable payments may be paid for compensation and expenses incurred on behalf of the Corporation affecting one or more of its purposes, and no director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise, except to the extent such assets may be given as security for any loans made to the Corporation.

Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the education purposes of this Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**B.** Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried out by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a Corporation, contributions to which are deductible under Section 170 of the Code (or the corresponding provision of any future United States Internal Revenue law).

**C.** Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the corporation's remaining assets shall be disposed of by a distribution to an organization or organizations then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision as determined by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by the District Court for the county in which the principal office of the Corporation was last located.

## ARTICLE IV. *Board of Directors*

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be solely vested in a Board of Directors. The number of directors, the term of office and the manner of selection and election shall be determined according to the Bylaws of the Corporation as amended from time to time. Six directors shall constitute the initial Board. Their names and addresses are as follows:

Dr. Marlene Belfort  
Center for Laboratories and Research,  
State of New York Department of Health

Dr. Thomas R Cech  
Department of Chemistry and  
Biochemistry,  
University of Colorado, Boulder

Dr. Joan A. Steitz  
Department of Molecular Biophysics and  
Biochemistry,  
Yale University School of Medicine

Dr. Olke C. Uhlenbeck  
Department of Chemistry and  
Biochemistry,  
University of Colorado, Boulder

Dr. Alan M. Weiner  
Department of Molecular Biophysics,  
and Biochemistry,  
Yale University School of Medicine

Dr. Marvin Wickens  
Department of Biochemistry,  
University of Wisconsin, Madison

*ARTICLE V. Registered Office and  
Registered Agent*

The address of the initial registered office of the Corporation is the Department of Chemistry and Biochemistry, University of Colorado, 1600 Broadway, Boulder, Colorado, 80309-0215. The name of its initial registered agent at such address is Dr. Thomas R Cech.

*ARTICLE VI. Members*

The class of members and qualifications therefor and other matters relating to the members of the Corporation shall be as set forth in the Bylaws of the Corporation.

*ARTICLE VII. Capital Stock*

The Corporation shall have no capital stock.

*ARTICLE VIII. Bylaws*

The initial Bylaws of the Corporation shall be

adopted by the Board of Directors. The Bylaws may be altered, amended or repealed as prescribed in the Bylaws. The Bylaws may contain any provision for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or with these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of this Corporation, by reason of such office, any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

*ARTICLE IX. Indemnification of Officers and  
Directors*

The Corporation shall indemnify each director or officer or former director or officer, and his or her heirs and personal representatives, against expenses actually and reasonably incurred by him or her in connection with the defense of any action suit or proceeding, civil or criminal, to which he or she may be made a party by reason of his or her being or having been such a director or officer of the Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person being indemnified did not commit such breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

*ARTICLE X. Incorporator*

The name and address of the incorporator is Dr. Thomas R Cech, Boulder, Colorado.

*ARTICLE XI. Amendment*

Amendments to the Articles of Incorporation may be initiated by the director or by a petition to the Board signed by fifty members of the Society. Amendments must be acted upon by the Board within six months of submission. Approval by a two-thirds majority of

the entire Board is required for further consideration of an amendment. The amendment must then be presented to the membership by mail ballot within six months of Board approval and must be ratified by a majority of those members of the Society voting.

*As adopted by the Board of Directors of The RNA Society January 22, 1993 and amended on May 25, 1995.*

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## **Bylaws of The RNA Society**

### *ARTICLE I. Purpose*

The purpose of the Society is to promote and develop the field of RNA research.

### *ARTICLE II. Offices*

The principal office of the Society in the State of Colorado shall be located at Boulder, Colorado. The Association may have such other offices, either within or without the State of Colorado as the Council may designate, or as the business of the Association may require from time to time. The registered office of the Association, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

### *ARTICLE III. Members*

*Section 1. Regular Member (Member).* Membership is open to individual scientists who are interested in RNA research, and who have research or educational experience in RNA science or an allied field. Regular Members are eligible to vote and may be elected to office in the Society.

*Section 2. Student Member.* A Student Member must be a candidate in good standing for an academic degree. Evidence for such standing may be provided by endorsement of the student's research advisor or departmental chair. Student Members are not eligible to be elected to office.

*Section 3. Emeritus Member.* Individual

scientists who are no longer employed—either through retirement or job loss—but who otherwise qualify for Regular Membership, are eligible to become Emeritus members. Evidence for such standing may be provided by endorsement of an individual's departmental chair, or by providing a written statement attesting to such status. Emeritus Members are not eligible to be elected to office.

*Section 4. Institutional Member.* An association, organization, corporation or institution desiring to support the Society may apply as an Institutional Member. Institutional membership does not include voting privileges or eligibility for office.

*Section 5. Member Subscriptions.* Membership will include subscription to the Society's journal, RNA. Access to reduced subscription rates for Society publications by Regular, Student, Emeritus and Institutional Members shall be subject to the provisions of the agreements between the Society and its publisher(s).

### *ARTICLE IV. Officers*

The officers of the Society shall be the President, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Secretary, President-Elect, and the immediate Past President. The Council may elect such other officers as they shall deem necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Council. Officers must be Regular Members of the Society and need not be residents of the State of Colorado.

*Section 1. Performance of Duties.* An officer of the Society shall perform his or her duties, including those associated with service on any committee of the Society, in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

*Section 2. Term of Office.* The President shall serve a two-year term. An individual elected as President by the Society's Members shall be ineligible for re-election to the office of President for a period of five years following completion of a two-year term of office. The Chief Executive Officer, Chief Financial Officer and Secretary shall each be appointed for three-year terms,

which are renewable indefinitely. The President-Elect and the immediate Past-President shall each serve one-year terms in alternating years. The President-Elect shall serve in the second year of the current President's term, while the Past-President shall serve in the first year of the current President's term.

*Section 3. President.* The President shall chair the Council and shall preside over the annual meeting of the Society. The President, with the approval of Council, may appoint members of the Society as representatives to other groups. The President shall sign, with the CEO or any other proper officer of the Society thereunto authorized by the Council, deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these Bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office and such other duties as may be prescribed by the Council from time to time.

*Section 4. President-Elect.* The President-Elect shall serve as president in the absence of the President. The President-Elect shall automatically succeed to the Presidency when the office becomes vacant or the President is removed from office under the provisions of Article VI, Section 4 of these Bylaws. Upon such succession, the President-Elect shall serve as President for the remainder of the term of his or her predecessor, and shall then continue as President for the term elected.

*Section 5. Past-President.* The immediate Past-President shall serve ex officio on those committees designated by the President and shall serve as President in the absence of the President and President-Elect.

*Section 6. Chief Financial Officer (CFO).* The CFO shall be appointed by the Council and is responsible for all funds and securities of the Society, shall ensure that all record-keeping, filing and other tax requirements of the Internal Revenue Service are met, shall prepare an annual financial accounting for submission to the Council, and shall perform other duties that usually pertain to this office.

*Section 7. Secretary.* The Secretary shall be appointed by the Council and shall oversee the

minutes and the archives of the Society, shall give notice of all meetings of members and of the Council, and shall serve as parliamentarian at meetings of Council and the annual meeting of the Society.

*Section 8. Chief Executive Officer.* The Chief Executive Officer shall be appointed by the Council and is responsible for the conduct of the daily affairs of the Society in accordance with the policies and priorities established by the Council. This responsibility shall include preparation of the annual budget for submission to Council and authority for disbursements made in accordance with the approved budget. The Chief Executive Officer shall be responsible for managing the contractual affairs of the Society. This includes development of proposals for review by Council, participation in negotiations with potential contractors, implementation and fulfillment of current contracts, primary liaison to the contractual partners of the Society, and management of the Society's publications activities. The Chief Executive Officer shall have other responsibilities as may be assigned by Council or the President from time to time and shall perform other duties that usually pertain to this office.

*Section 9. Bonds.* If the Council by resolution shall so require, any officer or agent of the Society shall give bond to the Society in such amount and with such surety as the Council may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

## ARTICLE V. *The Council*

The Council shall constitute the Society's Board of Directors. The responsibility of the Council shall be to establish policies for the benefit of the Society in accordance with the Articles of Incorporation and implement these policies as provided in these Bylaws.

*Section 1. Composition of the Council.* The Council shall consist of the following individuals: the President; the Chief Executive Officer; the Chief Financial Officer; the Secretary; the immediate Past-President or the President-Elect; and six Members of the Society who shall be elected by the Society's Members (eleven total). The Chief Financial Officer and the Secretary shall be non-voting members of the Council.

*Section 2. Term.* The individuals who hold the offices of President, the Chief Executive Officer, the Chief Financial Officer and the Secretary shall serve on the Council as long as they hold those offices. The immediate Past President and the President-Elect shall serve on the Council for one year. The six Members who are elected to the Council by the Society's Members shall serve for two years. Three of these six Members will be elected each year, so the terms of these Members will be staggered. The Members who are elected to the Council by the Society's Members shall serve no more than two consecutive terms on the Council. A Member elected to the Council by the Society's Members and who has served two terms on the Council, is eligible to serve on the Council two years following the completion of the Member's second consecutive term on the Council.

*Section 3. Regular Meetings.* The Council shall meet at least annually at such times and places as may be determined by the Council, except that one such meeting shall be held in conjunction with the annual meeting of the Society.

*Section 4. Special Meetings.* Special meetings of the Council may be called by or at the request of the President or any three Council members.

*Section 5. Notice of Meeting.* Notice of each meeting of the Council shall be mailed to each member of the Council at the address appearing on the records of the Society, at least three weeks before the day on which the meeting is to be held or shall be sent by personal delivery, email or telegram not later than ten days before the day on which the meeting is to be held. Any Council member may waive notice of any meeting. Participation in any meeting shall constitute a waiver of notice for such meeting, except where a Council member participates for the express purpose of objecting to the transaction of any business, because the meeting was not lawfully called or convened.

*Section 6. Quorum, Manner of Acting and Adjournment.* At all actual or telephonic meetings of the Council, the presence or participation of a majority of the Council Members then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. In no event shall a quorum consist of less than one-third of the number of individuals who serve on the Council.

Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, the acts of a majority of the Council Members participating in a meeting at which a quorum is present shall be the acts of the Council. A majority of the Council Members present at any meeting, whether or not they shall constitute a quorum, may adjourn the meeting from time to time without further notice.

*Section 7. Informal Action.* Any action required or permitted to be taken by the Council or by a committee thereof at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the Council Members or all of the committee members entitled to vote with respect to the subject matter thereof.

*Section 8. Participation by Electronic Means.* Any member of the Council or any committee established by the Council may participate in a meeting of the Council or committee by means of telephone conference, email, electronic chat, or similar communication equipment by which all persons participating in the meeting can see or hear the responses of all other members at the same time. Such participation shall constitute presence in person at the meeting.

## ARTICLE VI. *Election of Officers and Council Members*

*Section 1. Elections.* Regular elections shall be held annually and shall be under the direction of the Nominating Committee. Those receiving the highest number of qualified votes in any election shall be declared elected. Terms for all officers and other Members elected to the Council shall begin January 1 of the calendar year following the election to office.

*Section 2. Election Procedures.* Nominations for elected officers and Council Members shall be made by the Nominating Committee. The Nominating Committee shall make not less than two nominations for the office of President-Elect and at least one nomination for each of the remaining positions to be filled. Nominations will also be received by petition. Each petition must be signed by ten Members and must contain a written statement by the nominee of willingness to serve if elected. Petitions must be received by the Nominating Committee before March 1. The final list of

nominees arranged as a ballot shall be mailed to all Regular Members the earlier of at least six weeks before the annual meeting or by May 1, and ballots must be returned to the Nominating Committee the earlier of at least two weeks before the annual meeting or by June 1. At least 40% of the Members entitled to vote must vote in the election for the results of a ballot to be valid. If fewer than the required 40% of members vote in the election, then the election shall be declared void, and a new election shall be held within two months of the close of the previous election.

*Section 3. Vacancies.* Interim vacancies may arise because of death, resignation, disqualification or removal. An interim vacancy in the Presidency shall be filled by advancement of the President-Elect, or Past-President depending who is serving at that time, who will go on to serve the originally anticipated term as President. If such a vacancy arises in the Presidency when there is also a vacancy in the positions of President-Elect and Past-President, then the position of President may be filled by appointment of one of the elected members of the Council by a majority vote of the Council. A vacancy in the office of President-Elect shall remain open until the next regular election, at which time both the offices of the President and President-Elect shall be filled by election. Vacancies arising in the positions of Chief Financial Officer, Secretary, Chief Executive Officer or Council Member may be filled by appointment of the Council. Such an appointee shall serve the remainder of the term of his or her predecessor and such service shall not be considered in determining eligibility for subsequent appointment or election.

*Section 4. Removal.* Officers and directors may be removed in accordance with Colorado law.

*Section 5. Resignation.* Any officer or Council Member may resign at any time by giving written notice to the President. Such resignation will take effect upon receipt of notice thereof, or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VII. *Fiscal Affairs, Record Keeping and Waiver of Notice*

*Section 1. Calendar and Dues.* The fiscal

year of the Society shall be the calendar year. Memberships shall be on a yearly basis starting at the first day of the year or at such dates as determined by the Council. Membership dues may be changed by two-thirds majority vote of the Council. Annual dues are payable on or before the renewal date of the membership for the subsequent year. Members who have not paid will be notified and if they still have not paid will be dropped from the mailing and subscription lists thirty days after the renewal date.

*Section 2. Contracts.* The Council may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

*Section 3. Loans.* No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in this name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.

*Section 4. Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Council.

*Section 5. Deposits.* All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Council may select

*Section 6. Gifts.* The Council may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Society.

*Section 7. Books and Records.* The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Council and committees having any of the authority of the Council. Responsibility for maintenance of such books and records shall reside with the Secretary of the Society.

*Section 8. Waiver of Notice.* Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons

entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VIII. *Meetings*

The RNA Society is authorized to hold scientific meetings, international, national and regional. There shall be held, at least annually, a business meeting in connection with a major scientific meeting of the Society.

*Section 1. Special Meetings.* Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by majority vote of the Council, and shall be called by the President at the request of a majority of the Members.

*Section 2. Place of Meeting.* The Council may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting of the Society. If all of the members entitled to vote shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

*Section 3. Notice of Meetings.* Written notice stating the place, day and hour of any meeting of Members will be delivered, either personally, by mail, or by email, to each Member entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice.

*Section 4. Quorum, Manner of Acting, Voting and Adjournment.* The presence in person or by proxy of five percent of the members entitled to vote shall constitute a quorum at any meeting of the members except as otherwise provided by the Colorado Nonprofit Corporation Code or these Bylaws. If a quorum is present, the affirmative action of the majority of members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting in classes is otherwise required by statute or by the Articles of

Incorporation or these Bylaws. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the members. Voting on any questions or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that the voting be by ballot. A majority of the members present at any meeting, whether or not they constitute a quorum, may adjourn the meeting from time to time for a period not to exceed sixty days without further notice.

*Section 5. Informal Action of Members.* Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Members entitled to vote on the subject matter thereof.

*Section 6. Mail Ballot of Membership.* Any action which the members are required or permitted to take by vote may be taken without a meeting by written consent to the action that sets forth in writing the actions to be taken, obtained from and signed by a simple majority of the voting members, except where a greater majority is required by law, in which event the written consent shall be signed by such greater majority of the voting members.

#### ARTICLE IX. *Executive Committee*

*Section 1. Appointment.* The Council may designate two or more of its members to constitute an Executive Committee. Such action shall not relieve the Council, or any member thereof, of any responsibility imposed by law. Each Executive Committee member shall be appointed to a term not to exceed one year and ending on December 31 of the calendar year for the appointment. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Council.

*Section 2. Authority.* The Executive Committee, when the Council is not in session, shall have and may exercise all of the authority of the Council except to the extent, if any, that this is limited by resolution of the Council and except also that the Executive Committee shall not have the authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of any committee or any officer or

director of the Society; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Society; authorize the voluntary dissolution of the Society or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Society; or amend, alter, or repeal any resolution of the Council which by its terms provides that it shall not be amended, altered or repealed by such the Executive Committee.

*Section 3. Meetings, Quorum and Procedure.* Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice. Any member of the Executive Committee may waive notice and no notice need be given any member who attends in person. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and such minutes shall be reported by mail or email to each member of the Council within 30 days following each meeting.

*Section 4. Resignations and Removal.* Provisions for resignation or removal of members of the Executive Committee shall be equivalent to those provided for Council Members as described in Article V of these Bylaws:

#### ARTICLE X. *Affiliations*

The Society is empowered to incorporate and to affiliate with other organizations. Proposals for affiliation may be initiated by individual Members of the Council or by a petition to the Council signed by ten members of the Society. To become effective, affiliation proposals must be approved by a two-thirds majority of the Council and a simple majority of voting members.

#### ARTICLE XI. *Publications*

The RNA Society is empowered to publish or to enter into agreements with others to publish such journals and other publications as may be authorized by a two-thirds majority vote of the Council.

*Section 1. Publications Committee Responsibility.* The Publications Committee shall have responsibility for oversight of the publications activities of the Society including matters pertaining to editorial content and selection of editorial board members including Editors and Associate Editors and their terms of office.

*Section 2. Management.* The Chief Executive Officer shall have, subject to the policies established by the Council, responsibility for management of the business affairs related to the publications activities of the Society.

#### ARTICLE XII. *RNA*

The journal entitled *RNA* is an official publication of the RNA Society.

*Section 1. Editorial Board.* The Publications Committee shall have the right of approval for appointments to the *RNA* Editorial Board, including Associate Editors, and terms of office upon recommendation by the Editor.

*Section 2. Editor.* The Editor of *RNA* and the terms of appointment shall be subject to approval of the Council upon recommendation of the Publications Committee. Appointments to Editor shall be renewable with terms not to exceed five years each. The Editor shall have direct responsibility and authority, subject to the policies of the Publication Committee and the Council, for the editorial conduct of the journal.

*Section 3. Manager.* The Chief Executive Officer shall serve as Manager of *RNA* and shall have authority and responsibility for the journal's business affairs including contracts for publication, dispersal of support funds, and other related activities.

*Section 4. Reports.* The Editor and the Manager of *RNA* shall report to the Chair of the Publications and the Finance Committees in advance of the annual meeting on the editorial and financial condition of the journal with such recommendations as they deem proper for its content, form and editorial and financial policies.

*Section 5. Liaison with Publisher.* The



*RNA Journal Operations Committee* is responsible for addressing issues which, by contract, require agreement between the Society and its publisher. The Committee consists of representatives of the Society and the Publisher, with the Editor a non-voting member. Examples of topics subject to Committee review include but are not limited to annual page budgets, publication schedule, journal format, editorial budget, subscription rates, marketing plans and other publication matters and matters of mutual interest to the Society and its publisher. The number of Society representatives on the *RNA Journal Operations Committee* shall be in accord with contractual requirements and shall include the Chief Executive Officer and other members of the Publications Committee as appointed by the Chair of the Publications Committee.

### ARTICLE XIII. *Standing Committees*

#### *Section 1. Committee Appointments.*

The President shall appoint, in consultation with the Executive Committee and with approval of the Council, Standing Committee Chairs and members to fill vacancies arising during his or her term. Except as otherwise provided by resolution of the Council, Committee Chairs and members shall be Regular Members of the Society.

*Section 2. Nominating Committee.* The Nominating Committee shall consist of a minimum of 3 members, including the Chair, and shall have responsibility for conducting elections as provided in Article V of these Bylaws. The Chair and members of the Nominating Committee shall each serve terms of one year, shall not be members of the Council, and are not eligible for re-election to the Nominating Committee for the two-year period immediately following Committee service.

*Section 3. Publications Committee.* The Publications Committee shall consist of a minimum of three appointed members, including a Chair, plus the Chief Executive Officer as a member ex officio. Appointed members of the Committee shall be from different institutions and shall serve for terms of three years. The responsibilities of the Publications Committee shall be in accordance with the provisions of Article IX of these Bylaws.

*Section 4. Meetings Committee.* The Meetings Committee shall consist of a minimum

of four appointed members, including a Chair, plus the Secretary of the Society as a member ex officio. The Chair shall serve a three year term with the possibility of renewal for up to three terms total. Other Committee Members shall each serve terms of one year, with the possibility of renewal for up to three terms total. The Meetings Committee shall review and nominate venues for future meetings in the period from 2-5 years in advance of the meeting, and shall nominate the chair and members of the meeting organizing committee in the period from 2-4 years in advance of the meeting. All proposals of the Meetings Committee are subject to review and approval by the Council.

*Section 5. Organizing Committee.* For each scientific meeting hosted by the Society, the Meetings Committee shall appoint, with the consent of the Council, from four to six members, including a Lead Organizer, to plan and implement the meetings program of the Society and shall make all arrangements as are necessary for the conduct of that meeting of the Society. The terms of office for the Organizing Committee shall extend from the date of first appointment and shall terminate at the earlier of six months after the close of the meeting for which they were appointed, or at such time that the Organizing Committee informs Council that the financial records of the meeting have been closed out and all activities in conclusion of the meeting have ceased.

*Section 6. Finance Committee.* The Finance Committee shall consist of a minimum of five appointed members, including the Chief Financial Officer as Chair, plus the President and Chief Executive Officer of the Society as members ex officio. Two additional members shall be appointed from the Board of Directors and shall be selected to serve staggered 2-year terms. The Committee shall meet upon the call of the Chair or President to review investment policies, and examine and report on all financial records of the Society including, but not limited to, annual and interim financial reports and internal and external audits, and to evaluate budget proposals. The Committee shall render an annual report to the Council at the Annual Business Meeting.

*Section 7. Other Committees.* Other committees not having the authority of the Council in management of the Society may be appointed in such manner as may be designated

by a resolution adopted by a majority of the Council Members present at a meeting at which a quorum is present. Members of such committees shall be appointed as provided in Article XIII, Section 1 of these Bylaws.

*ARTICLE XIV. Indemnification*

Officers, directors, employees and agents of the Society will be indemnified in accordance with Colorado law.

*ARTICLE XV. Not-For-Profit Status*

The RNA Society is not organized for profit. No member, elected officer, Council Member, or person from whom the Society may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Society be paid as salary or compensation to, or distributed to, or inure to the benefit of any member, Council Member, or elected officer provided, however, that:

(A) Only reasonable compensation be paid to any member, Council Member or elected officer while acting as an agent or employee of the Society; and

(B) Any member, elected officer, or Council Member may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Society.

*ARTICLE XVI. Amendments to the Bylaws*

Amendments to these Bylaws may be initiated by individual members of the Council or by a petition to the Council signed by fifty members of the Society. Amendments must be acted upon by the Council within six months of submission. Approval by a two-thirds majority of the entire Council is required for further consideration of an amendment. The amendment must then be presented to the membership by mail or email ballot within six months of Council approval and must be ratified by a majority of those Members of the Society voting.

*ARTICLE XVII. Effective Dates*

These revised Bylaws shall become effective immediately upon ratification, with the exception that the new terms and voting status for President, President-Elect, Past-President, and Secretary shall become effective at the end of those officers' current terms.

*Adopted by the Board of Directors of the RNA Society on November 1, 2013, and ratified by the membership on December 1, 2013.*