

ARTICLE 1. Name.

(Middle East Molecular Biology Sources) works under the License (#91302) issued by (Dubai Science Park /UAE) and founded on 19 Nov.2012.

ARTICLE 2. Mission.

MEMBS' mission is to promote and encourage the development of molecular biology science within the Middle East and Arab world through the excellence in creating multiple unique communication platforms by organizing conferences, webinars, molecular biology news site and managing Social Network site, to facilitate sharing of knowledge among researchers, and students.

ARTICLE 3. Membership.

Section 1. Regular Membership.

Any individual who is working or interested or pertaining to the field of molecular biology is eligible for MEMBS membership (related certification or ID required).

Section 2. Rights and Privileges of Members.

Members shall have the right to participate in any activity of MEMBS (whether Paid or Free):

- Attend the annual congress.
- Act as a speaker / trainer in MEMBS (webinars and local events)
- Submit abstract(s) for the Annual Conference.
- Submit news.
- Attend the regular webinars.
- Attend the local conferences, trainings and workshops.
- Download the educational material.
- Share the discussion on the social network.

Section 3. Meetings of Members.

MEMBS shall meet annually at a place and time designated by the Organizing Committee. The Board of

Directors may also call special meetings of the membership. The Chairman shall notify members of Annual Meetings and special meetings of the membership as a whole, indicating the place and time of the meetings and, in case of a special meeting, the purpose for which the meeting is called. Such notice of meetings shall be distributed not less than one month nor more than four months before the date of the meeting. One hundred Eligible Members constitute a quorum.

Section 4. Dues.

Membership of MEMBS is free, some activities will be paid otherwise the Organizing Committee decides to the contrary.

ARTICLE 4. Scientific Officers.

Section 1. Officers.

The Officers of MEMBS shall be a Scientific President, a Vice-President who is also President-Elect, and a Secretary. Officers are required to be members of MEMBS. No person shall hold more than one office. Officers serve as volunteers and are not compensated for this service. Officers may be reimbursed for reasonable travel, accommodation and other expenses arising from this service, according to MEMBS policy for such reimbursement.

Section 2. Scientific President, Vice President.

a. The President shall preside at the scientific meetings of MEMBS, shall be responsible for scientific policies determined by the Board of Directors, shall act as scientific spokesperson for MEMBS, and shall see that orders and resolutions of the Board of Directors are carried into effect. With the advice of the Board of Directors, the President shall appoint such scientific committees and representatives as may be needed.

b. The Vice-President shall assist the President, shall be a member of the Board of Directors, and shall perform all other duties assigned by the President. The Vice President shall preside in the absence of the President. The Vice President shall be the President-Elect of MEMBS.

Section 3. Secretary.

The Secretary, with the cooperation of the Chairman, shall keep the records of MEMBS and prepare minutes of MEMBS and Board of Directors meetings.

Section 4. Election and Terms of Office

a. Nomination of Officers. Slates of candidates for Officers shall be prepared annually by the Nominating Committee from the roll of Eligible Members. Candidates may be proposed by MEMBS members during the thirty days after nominations are opened. The Nominating Committee shall present a slate with not less than three nor more than five names for each position, taking into consideration the representation of scientific interests, with due regard to the proposals received.

b. Voting. Officers shall be elected by a simple plurality of votes received a minimum of thirty days after voting opens. Each eligible member may cast no more than one vote for each open position.

c. Vice-President. A Vice-President shall be elected annually for a period of one year by a vote of members of MEMBS. Election shall be by a simple plurality of votes received from the members. The Vice-President shall become President at the end of the preceding President's term of office, and shall serve for one year in that. Former Presidents are eligible for re-election to the office of Vice-President.

d. Secretary. The Secretary shall be elected every three years by means of the same ballot as the Vice-President and by a plurality of votes cast.

The Secretary shall keep the records of MEMBS and shall report on the status of membership at Board meetings and at the Annual Meeting of MEMBS.

e. Removal from Office. An Officer who is found to carry out the duties of office in a manner counter to the interests of MEMBS may be removed from office by vote of 75% of the other Directors.

ARTICLE 5. Board of Directors.

Section 1. Board of Directors.

MEMBS affairs and strategies shall be conducted by a Board of Directors consisting of the Chairman of the board of directors, the scientific president, the officers, the manager of the Molecular Biology News Website, the manager of Education Department, the manager of the Social Network and at least 10 other members elected Directors by MEMBS members (Each Officer and Chairman shall have one vote).

Section 2. Quorum.

A quorum of the Board of Directors shall consist of at least half of the total number of Directors then in office.

Section 3. Meetings .

- a.** The Board of Directors shall meet at least once each year, including meetings held by telephone conference call, internet conferencing, videoconferencing, or any other means of communication by which all members participating may simultaneously hear each other during the meeting. Additional meetings may be called by the Chairman. Special meetings may be called upon written request to the Chairman by a quorum of Directors and Officers. Notice of special meetings shall be provided at least 48 hours prior to the convening of such a meeting by personal delivery, telephone, e-mail, or other form of communication.
- b.** The Board may hold regular or special meetings in or out Dubai. Directors may participate in a meeting by use of any means of communication by which all members participating may simultaneously hear each other during the meeting.
- c.** The vote of a majority of Directors at a meeting where a quorum is present shall be the act of the Board .

Section 4. Election and Term of Office of Directors.

- a. Managers** of the News websites, and Education Department and Social Network shall each be appointed by Chairman. Each appointment is for a five-year term that may be extended or terminated at any time by Chairman.
- b. Vacancies.** In the event of any vacancy among the Directors, the Board may appoint by majority vote an Eligible Member.
- c. Removal from Office.** member who is found to carry out the duties of office in a manner counter to the interests of MEMBS may be removed from office by written vote of 75% of the other members of Board of Directors.

Section 5. Compensation.

Directors serve as volunteers or for certain salary (to be decided be the Chairman).

ARTICLE 6. Committees.

a. Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chairman, The Scientific President, Vice-President, and the Secretary. Subject to the applicable provisions of law, the Articles of Incorporation, and these Bylaws and to the direction and continuing oversight of the Board of Directors, the Executive Committee is authorized to act on behalf of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall report its actions to the Board of Directors either directly or via the Executive Committee .

b. Nominating Committee. The Nominating Committee shall be appointed by the Chairman, subject to approval by the Board of Directors. The Nominating Committee shall consist of three to four members who are not Officers or Directors and who include representatives of different areas of genetics. No person shall serve as a voting member on the Nominating Committee more than once during any four-year period. The Nominating Committee shall have primary responsibility for the nomination of candidates for Scientific Officers and vacant Board of Director positions (to be requested by the Chairman).

ARTICLE 7. Executive Committee and MEMBS Office.

Section 1. Executive Committee.

The Board of Directors may appoint and compensate an Executive Committee who shall direct the implementation of the policies and decisions of the Board of Directors. The Executive Committee of the Board shall review the performance on an annual basis.

Section 2. Managerial Responsibilities.

An administrative office shall be maintained for conducting the business of MEMBS. The Chairman shall be responsible for the management of MEMBS Office and staff. The Chairman shall have the authority to hire and remove staff, and shall enter into such agreements as may be necessary to carry out the activities of MEMBS.

Section 3. Electoral Duties.

The Executive Committee shall be responsible for providing ballots for MEMBS elections and other matters requiring a vote of the membership, and the Chairman shall accept the ballot totals following tabulation. Voting records shall be retained and available for examination by the membership for ninety days after each election.

ARTICLE 8 – Affiliation.

MEMBS may affiliate with such professional and scientific organizations as the Board of Directors may from time-to-time determine. All necessary expenditures for purposes of such affiliation shall be approved by the Board of Directors. The Board may name regular members of MEMBS as representatives to other organizations whenever it deems such action desirable. The Board shall review all such affiliations and associated expenses annually.

ARTICLE 9. Amendments.

These Bylaws may be amended by the Chairman or a majority of the Board, and any such action shall be ratified by the Chairman or a majority vote of members responding to a ballot sent to members by email or other electronic form no less than eight weeks before the date set for receipt of the ballots.

The Board of Directors permanently owns the exclusive rights to manage and control all MEMBS activities, and act on behalf of MEMBS, and ratifies all MEMBS agreements and Board of Directors resolutions.