

GENOMICS ORGANIZATION FOR ACADEMIC LABORATORIES

BYLAWS

Adopted November 12, 2021

ARTICLE I:	NAME AND PURPOSE
ARTICLE II:	MEMBERSHIP
ARTICLE III:	GOVERNANCE
ARTICLE IV:	COMMITTEES AND WORK GROUPS
ARTICLE V:	ELECTIONS AND APPOINTMENTS
ARTICLE VI:	MEETINGS OF MEMBERS
ARTICLE VII:	FINANCES
ARTICLE VIII:	CONFLICT OF INTEREST AND ETHICS
ARTICLE IX:	AMENDMENTS TO BYLAWS

ARTICLE I: NAME AND PURPOSE

- Section 1** **Name.** The name of the corporation shall be the Genomics Organization for Academic Laboratories, Incorporated (the “Organization” or “GOAL”).
- Section 2** **Purpose:** The Organization is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) (the “Code”). Specifically, the Organization is organized to:
- a. facilitate the advancement and standardization of personalized molecular diagnostics at academic and nonprofit organizations through leveraging inter-laboratory interactions; and
 - b. to advance patient care with a sustainable, cost-effective and streamlined collaboration among academic laboratory departments.

ARTICLE II: MEMBERSHIP

- Section 1** **Membership Categories:** The Organization shall have the following categories of members, whose rights, obligations, and benefits are outlined below and shall be further determined periodically by the GOAL Board of Directors. The GOAL Board of Directors has final authority in approving membership to GOAL:
- a. **Regular Members:** Regular Members of the Organization shall be academic institutions or nonprofit organizations that participate in patient care and/or operate clinical molecular diagnostics laboratories. Regular Members shall have voting rights in matters coming before the membership for consideration. A Regular Member is an institution that has signed a formal Master Agreement with GOAL that designates the institution as a GOAL member and delineates the structure for the institution’s participation. Organizations with laboratories that have participated in a GOAL group purchase will be considered provisional Regular Member institutions of GOAL upon ratification of these GOAL Bylaws. During the first three (3) years after the ratification of the GOAL Bylaws, a new institution may also become a provisional Regular Member by participating in a GOAL shared purchase. Within three (3) years of the ratification of the GOAL Bylaws, all provisional Regular Members must sign a formal Master Agreement with GOAL to retain the standing of a Regular Member. Beginning three (3)

years after the ratification of these Bylaws, institutions may only become Regular Members by signing a formal Master Agreement with GOAL.

- b. Affiliate Members:** Affiliate Members of the Organization are individuals affiliated with Regular Member institutions who desire to participate in GOAL and who are approved by GOAL for membership. Affiliate Members may serve on committees or work groups as appointed by the GOAL Board of Directors, and they may serve on the GOAL Board of Directors. When an institution receives a designation of provisional Regular Member, all individuals already registered as GOAL Affiliate Members from that institution will be grandfathered as provisional Affiliate Members. They may remain as provisional Affiliate Members as long as their institution remains as a provisional Regular Member. If their institution signs a formal Master Agreement with GOAL and becomes a Regular Member, they will become formal Affiliate Members. If three (3) years pass and their institution loses provisional Regular Member status without signing a formal Master Agreement, such provisional Affiliate Members may apply to become Individual Members. Every two (2) years, all Affiliate Members of a Regular Member or provisional Regular Member will select from amongst themselves a Designated Representative. If a Regular Member has no Affiliate Members, the Regular Member will select a Designated Representative who must then propose a slate of Affiliate Members to GOAL. The Designated Representative will serve on the Academic Advisory Committee and will be a voting member for all issues needing ratification by the general membership. All other Affiliate Members (other than those serving on the GOAL Board of Directors) will have no voting rights within GOAL. The Designated Representative will also be tasked with the continuous management of the Affiliate Membership list from that Regular Member Institution.
- c. Individual Members:** Individual Members of the Organization are individuals who do not meet definition of Affiliate Member, such as employees of a non-member academic institution, consultants or those individuals who are not employed in an academic department relevant to laboratory medicine. Individuals not employed in an academic department of pathology include those who are employed as independent consultants or staff from professional nonprofit organizations. Individual Members do not have voting rights on GOAL matters but may participate in committees or work groups as appointed by the GOAL Board of Directors.
- d. Industry Members:** Industry Members of the Organization are for-profit companies, such as pharmaceutical or diagnostic instrumentation companies. Representatives from Industry Members do not have voting rights on GOAL matters.

Section 2 **Forfeiture, Resignation, and Revocation of Membership:** Any member in arrears of dues or not actively participating as determined by the GOAL Board of Directors shall forfeit certain benefits of membership as defined by the GOAL Board of Directors and the operating procedures of the Organization. A member may resign from membership by submitting a letter to the Chair of the Board of Directors. The GOAL Board of Directors shall establish criteria and procedures by which the Organization may revoke or suspend the membership of any member, or take other action, who does not meet all ethical standards, policies and procedures of the Organization.

Section 3 **Membership Dues:** The Board of Directors shall determine the annual membership dues structure to be applied to members of the Organization. In

establishing the dues structure, the Board of Directors may, in its sole discretion, establish categories of dues applicable to various types of members.

ARTICLE III: GOVERNANCE

Section 1 **Board of Directors:** The Organization's Board of Directors (the "Board") shall be the primary governing body of the Organization. The Designated Representatives of Regular Members shall be entitled to elect the members of the Board during the annual election of the Organization. All voting members of the GOAL Board shall have the right to vote on all matters coming before the Board, including approvals of projects and grant funding to member institutions performing such projects described in Scopes of Work, subject to the policies of the Organization. Board members should represent a cross spectrum of geographical and institutional-type diversity, whenever possible.

Section 2 **Officers of the Board:** The officers of the GOAL Board shall consist of the President, Chair, Secretary/Treasurer, and the Chair of the Academic Advisory Council. Each officer must be an Affiliate Member from a Regular Member institution. If from a non-academic Regular Member, the officer must be at least a director-level employee, and if from an academic Regular Member, the officer must be a member of the faculty.

a. President. The President shall co-chair the Board and shall preside at all meetings of the Organization. In consultation with the Board, the President and Chair shall appoint the chairs and members of any *ad hoc* committees and designate all official representatives to other groups, and may create, combine, or discontinue *ad hoc* committees. The President shall serve a term of six (6) years that may be renewed for consecutive terms by the Board. The President shall perform the duties commonly incident to that office and such other duties as the Board shall designate from time to time.

b. Chair. The Chair shall co-chair the Board and shall preside at all meetings of the Organization. In consultation with the Board, the Chair and President shall appoint the chairs and members of any *ad hoc* committees and designate all official representatives to other groups, and may create, combine, or discontinue *ad hoc* committees. The Chair shall have the authority to sign in the name of and on behalf of the Organization any position statements, contracts, or agreements authorized by the Board. The Chair shall serve a term of six (6) years that may be renewed for consecutive terms by the Board. The Chair shall perform the duties commonly incident to that office and such other duties as the Board shall designate from time to time.

c. Secretary/Treasurer. The Secretary/Treasurer shall serve a term of three (3) years that may be renewed for consecutive terms by the Board. The Secretary/Treasurer may be asked by the Board to chair *ad hoc* committees of the Organization.

The Secretary/Treasurer shall keep the minutes of the meetings of Board. The Secretary/Treasurer shall ensure that all notices are fully given to the members of the Board in accordance with these Bylaws or as required by law, and be custodian of the records of the Organization, including a register of the address of each member of the Board.

The Secretary/Treasurer, in consultation with the Administrator, shall perform the duties commonly incident to that office under the supervision of the President and Chair, and such other duties as the Board, the Chair, or the President may prescribe. The Secretary/Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of receipts and disbursements and shall deposit all moneys and other valuable effects in the name and to the credit of the Organization. The Secretary/Treasurer is authorized to endorse for deposit or collection all checks, notes, or other financial instruments payable to the Organization or to its order on behalf of the Organization, and may open one or more commercial banking accounts for and in the name of the Organization anywhere within the United States, establish and utilize such lines of credit as the Treasurer may deem necessary and from time to time to deposit, withdraw, or transfer to any other account all or any part of the funds on deposit in the name of the Organization.

The Secretary/Treasurer shall make any reports as may be required of the Corporation, and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair, the Board or President.

- d. **Chair, Academic Advisory Committee (AAC).** The Chair of the Academic Advisory Committee (AAC), which is comprised of a representative from each Regular Member institution, shall represent the Regular Membership. The Chair shall be elected by members of the Academic Advisory Committee with a term of three (3) years.

Section 3 Other Members of the Board: The other members of the GOAL Board shall be at least two (2) additional Members-at-Large (one voting and one non-voting) and a non-voting, *ex officio* Administrator.

- a. **Member-at-Large.** (voting) The voting Member-at-Large shall serve as the liaison to the Industry Advisory Committee (IAC). The voting Member-at-Large shall serve a term of three (3) years that may be renewed for consecutive terms by the Board.
- b. **Member-at-Large.** (non-voting) Initially, the non-voting Member-at-Large shall be a representative appointed by the Association of Pathology Chairs (APC) Council and acceptable to the GOAL Board. This position may be eliminated at a future time per the discretion of the GOAL Board. This Member-at-Large shall serve a term of three (3) years that may be renewed for consecutive terms by the Board.
- c. **Administrator.** (non-voting) The Board is empowered to appoint and compensate an Administrator who shall implement the policies of the Board and report to the Board. The Administrator shall be a non-voting, *ex officio* member of the Board. The duties, salary, and term of appointment of the Administrator shall be defined by the Operating Procedures of the Organization.

Section 4 Duties of the Board. The Board shall establish and periodically review the Operating Procedures and policies of the Organization.

Section 5 Removal of a Member of the Board. Should an officer or other member of the

Board fail to meet the responsibilities of the position, any two (2) Board officers may call for a special meeting of the Board concerning removal of that member by notifying the Administrator. The member in question shall have the opportunity to defend their performance. In a secret ballot vote, the concurrence of at least two-thirds of all the voting members of the Board shall be required to remove the member.

Section 6 Meetings of the Board.

- a. The Board shall meet at least monthly by teleconference. All votes of the Board conducted outside of a formal meeting, e.g., electronically through unanimous written consent, must be documented and ratified at the next duly called meeting of the Board. Each voting member of the Board shall be provided with notice by electronic mail at least five (5) days prior to any regular or special meetings of the Board. The required quorum for conducting official business of the Organization shall be the majority of the voting members of the Board, at least two (2) of whom must be an officer. Except as otherwise stated in these Bylaws, the affirmative vote of the majority of the voting members present at a meeting of the Board at which quorum is present shall be an act of the Board.
- b. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board consent in writing through electronic mail, fax, or mail authorizing the action (“unanimous written consent”). The written consents by the members of the Board shall be filed with the minutes of proceedings of the Board. A unanimous written consent has the effect of action taken at a meeting of the Board and may be described as such.
- c. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all members of the Board may participate in a meeting of the Board by means of conference telephone or by other means by which all members of the Board participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.
- d. The Board may invite guests to participate in Board meetings as appropriate. However, guests shall not be entitled to vote on any matter.

Section 7 Parliamentary Authority. The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

ARTICLE IV: COMMITTEES AND WORK GROUPS

Section 1 Standing Committees

- a. **Academic Advisory Committee (AAC).** One (1) representative selected by each Regular Member Institution is eligible to serve as a member to the Academic Advisory Committee (AAC). The Chair of the AAC will be elected by the members of the AAC. The AAC members will annually elect a Vice Chair from its committee membership.
- b. **Industry Advisory Committee (IAC).** Two (2) representatives from each Industry Member company are eligible to serve on the Industry Advisory

Committee (IAC), which consists of representatives from for-profit companies, such as pharmaceutical companies, diagnostic manufacturers, or computational biology platform providers. A Member-at-Large Board member shall serve as the liaison to the IAC.

- c. Nominating Committee.** The Nominating Committee shall develop a slate of candidates for open positions on the GOAL Board. Candidates for the Board must agree to stand for election, and submit to the Nominating Committee a biosketch, disclosure statement regarding conflicts of interests or financial conflicts of interest concurrent or upcoming leadership positions as well as past leadership positions held during the last five (5) years in any other major professional pathology organization. These will be vetted by the Nominating Committee prior to placing any candidate on the ballot. The Nominating Committee may disqualify candidates on the basis of significant conflicts of interest, financial conflicts, and conflicts with leadership positions in other major professional pathology societies that may endanger the independence of the leadership of GOAL.

Section 2 **Ad hoc Committees and Work Groups.** The Board may establish and disband *ad hoc* committees or work groups and appoint chairs and members to these committees as it deems necessary or appropriate to assist it in administering the Organization's corporate affairs or accomplishing the purposes of the Organization.

ARTICLE V: ELECTIONS

Section 1 **Nominating Committee.** The members of the Nominating Committee shall be the President, Chair, the AAC Chair, and at least one (1) other individual who shall be appointed by the Nominating Committee Chair, normally the Immediate Past President. For the initial election cycle, the President will serve as the Nominating Committee Chair. The Nominating Committee will solicit from the Regular and Affiliate Membership nominations for the Board. The Board will be elected by majority vote of Regular Members. If there is an unexpected vacancy on the Nominating Committee, the Board may, if it deems necessary, appoint other members from among the Regular Members and Affiliate Members. The Nominating Committee shall further develop and follow procedures in accordance with the Operating Procedures of the Corporation to develop ballots and to give due consideration to geographical representation, diversity, and service to GOAL, in defining candidates for office.

Section 2 **Elections.** The Nominating Committee shall develop a slate of candidates by consensus for open positions on the GOAL Board. The nominations and elections process shall be defined in the Operating Procedures of the Organization.

Results of elections will not be valid unless at least twenty-five percent (25%) of the Regular Members and provisional Regular Members in good standing, represented by the individual Designated Representatives, submit a ballot. The nominees who receive the greatest number of votes from the members voting shall be declared elected. In the event of a tie vote for any position, the Board shall decide the matter by a majority vote. In the event there is a discrepancy or challenge to any election, the Board shall decide the matter by a majority vote.

Section 3 **Terms of Office.** Terms of office for all regularly elected positions in the Organization shall begin on January 1st. Terms shall be as listed below unless an interim vacancy is being filled (see Article V, Section 4).

<u>Office</u>	<u>Term of Service</u>
President:	6 years
Chair	6 years
Chair, Academic Advisory Committee	3 years
Secretary/Treasurer	3 years, initially a 4-year term
Member-at-Large (Liaison to IAC)	3 years, initially a 3-year term
Member-at-Large (Initially, APC appointee)	3 years, initially a 2-year term

Section 4 **Vacancies.** Vacancies on the Board shall be filled by a member appointed by the Board for the remainder of the term.

If the chair of a Standing Committee listed is unable to complete a term on the Board, the Vice Chair of the committee shall serve as chair for a maximum of one (1) year, after which time both the Chair and Vice Chair positions will be refilled by election.

ARTICLE VI: MEETINGS OF MEMBERS

Section 1 **Annual Meeting.** A meeting of the Organization for exchanging scientific information and for transacting the business of the Organization shall be held at least once a year as determined by the Board. Members in good standing shall be notified of the annual meeting at least thirty (30) days in advance. At all business meetings of the Organization, twenty-five percent (25%) of the Regular Members in good standing shall constitute a quorum and the majority vote of those voting will carry the vote. Voting members may assign proxy rights to another member in good standing for a quorum and to vote on their behalf.

Section 2 **Other Meetings.** The Organization is authorized to hold other scientific or professional meetings, as approved by the Board. Official meetings of the Organization will be organized by the GOAL Board or its appointees and financially managed by the Administrator in accordance with requirements to maintain the Organization's 501(c)(3) tax status, per Article VIII, Section 3 below (Principles of Operation).

Section 3 **Special Meetings.** Special meetings of the Organization may be called by the GOAL Board or by a group of not less than twenty percent (20%) of the regular membership having voting rights by petition to the Administrator. In any such meeting, voting members may assign proxy rights to another member in good standing to vote on their behalf.

Section 4 **Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the conduct of the business meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Organization.

ARTICLE VII: FINANCES

Section 1 **Fiscal Year.** The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

Section 2 **Membership Dues.** See Article II, Section 3 of these Bylaws.

Section 3 **Fees.** The Board shall periodically determine and establish fees for participation in various programs, meetings, conferences of the Organization.

Section 4 **Operating Fund.** The Operating Fund of the Organization shall consist of all funds, restricted or unrestricted, whether held as cash or invested short or long term. The Administrator shall be the responsible agent to the Board with signatory powers and shall follow the Operating Procedures of the Organization in managing the Operating Fund. Signatory powers may be delegated to other staff by the Administrator in accordance with the Operating Procedures of the Organization. The Chair and the Secretary/Treasurer shall also have signatory powers.

Section 5 **Financial Reports.** At least once a year, the Administrator shall provide the Secretary/Treasurer with statements of net assets and related statements of income, expenditures, and fund capital. The Board may request that such statements be audited by an independent auditing firm.

Section 6 **Indemnification.** To the fullest extent authorized by the District of Columbia Nonprofit Corporation Act, the Organization shall indemnify and hold harmless a member of the Board, a duly constituted committee, or an employee against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with any claim, action, suit, or proceeding to which said person may be a party by reason of affiliation with the Board; except, however, that there shall be no indemnification in relation to matters in which:

- a. the person received an improper benefit in money, property, or services;
- b. the act or omission of this person was material to the matter giving rise to the proceeding, was committed in bad faith or was the result of active and deliberate dishonesty; or
- c. in the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful.

The Organization may advance expenses to, or may at its own expense, undertake the defense of any officer, member of a duly constituted committee, or an employee, provided that it is so authorized by the Board and that assurance is obtained that the advance will be repaid if it is determined that the person involved is not entitled to be indemnified by the Board.

Indemnification, as provided for in this Section, shall inure to the benefit of the heirs, executors, or administrators. If any part of this Section shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected. Indemnification, as provided for in this Section, shall be applicable only to any claim, action, suit or proceeding arising after the adoption of this Section by the membership.

Section 7 **Dissolution and Distribution.** Upon lawful dissolution of the Organization and after payment of all just debts and obligations of the Organization, the GOAL Board shall distribute all remaining assets of the Organization to one or more organizations selected by the Board which (a) are engaged in activities consistent with the purposes of the Organization and (b) have been recognized by the United States Internal Revenue Service as exempt from Federal taxation under Section 501(c)3 of the Internal Revenue code or the corresponding section of any future federal tax code.

ARTICLE VIII: CONFLICT OF INTEREST AND ETHICS

- Section 1** **Fiduciary Responsibility Policy.** The Board shall establish a Fiduciary Responsibility Policy. All officers and voting members of the Board, Committee Chairs, and paid staff of the Organization must comply with the Organization's Fiduciary Responsibility Policy.
- Section 2** **Conflicts of Interest.** Board members, Chairs of Committees, and paid staff of the Organization with executive authority shall serve the Organization with the highest degree of individual duty, loyalty, and care and shall undertake no activity to personally profit from their position on the Board. Board members will disclose actual or apparent conflicts of interest and abstain from votes where a conflict or apparent conflict is identified. Board members receive no payment from the Organization except for reimbursement for expenses related to Organization activities, where such reimbursement is authorized by the Board.
- Section 3** **Principles of Operation.** Notwithstanding any other provisions of the Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX: AMENDMENTS TO BYLAWS

- Section 1** **Amendments.** Amendments to the Bylaws may be proposed by the Board or by a petition to the Board signed by at least twenty percent (20%) of the Designated Representatives of the Regular Members in good standing. The Administrator shall distribute copies of any proposed amendments to the Regular Members of the Organization at least fifteen (15) days before a vote is counted. To be adopted, amendments must be approved by either:
- a. If a quorum of at least fifty percent (50%) of the combined Regular Members and provisional Regular Members is met at any meeting (or receipt of ballots) designated to vote on amendments to the Bylaws, two-thirds (2/3) of the Designated Representatives of Regular Members and provisional Regular Members shall be required to approve the amendment. Voting may take place either at a business meeting, or a special meeting, or by a method approved by the Board. Ballots returned within fifteen (15) days of the date of distribution shall be counted by the Administrator; OR
 - b. by a simple majority vote of the Board at any duly constituted regular or special meeting of the Board.
- Section 2** **Notification.** Notice of all adopted amendments shall be sent to the membership within thirty (30) days of approval.