

Approved October 2, 2014

NATIONAL SOCIETY OF GENETIC COUNSELORS, INC.  
(A New York Not-For-Profit Corporation)  
(the "Society")

ADOPTED OCTOBER 1, 1979

## ARTICLE I. MEMBERSHIP

Section 1.1. Categories of Membership. There shall be four categories of members: full members, associate members, student members, and emeritus members.

Section 1.2. Full Membership. Full membership shall be extended to any person who : (i) holds a graduate degree from an accredited genetic counseling training program, or (ii) prior to May 1, 2014 had a Master's or Ph.D. degree in a related field such as nursing, social work or public health and has had a broad range of clinical genetics training and whose primary responsibility for at least three years prior to the date of such person's application was genetic counseling, or (iii) is certified in genetic counseling by the American Board of Medical Genetics and/or the American Board of Genetic Counseling. Full members may attend all meetings of members, vote, and serve on the Board of Directors, serve as Chair of a committee or Special Interest Group, and serve as members of committees or Special Interest Groups. Full members in the first two years post-graduation from an accredited genetic counseling training program will be referred to as New Genetic Counselor Members.

Section 1.3. Associate Membership. Associate membership shall be extended to all applicants who are health care professionals, and to all applicants whose interests focus on genetic counseling and who are not eligible for full membership or student membership. Associate members have all privileges of Full members except they may not vote, or serve on the Board of Directors, or as Chair of a committee or Special Interest Group.

Section 1.4. Student Membership. Student membership shall be extended to students enrolled in an accredited genetic counseling training program. Student members shall have all the privileges of Full members, except that they may not vote, serve on the Board of Directors or serve as Chair of a committee or Special Interest Group, with the exception of any Special Interest Group specifically chartered for students.

Section 1.5. Emeritus Membership. Full members who have retired and have been members in good standing of the NSGC for a minimum of 15 cumulative years shall be eligible for Emeritus membership. Emeritus members shall have all the privileges of Full members, except that they may not serve on the Board of Directors or serve as chair of committees.

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Section 1.6. Membership in Special Interest Groups. Any member in good standing may belong to one or more Special Interest Groups and shall have all the privileges and responsibilities thereof.

Section 1.7. Application. Any person submitting an application for membership may be approved for membership under the procedures established by the Board of Directors.

Section 1.8. Code of Ethics: By accepting membership, a member agrees to be guided by the Society's Code of Ethics.

Section 1.9. Revocation, and Resignation. A member shall have membership revoked for non-payment of dues. A member may resign at any time by giving written notice to the Executive Office.

## ARTICLE II. BOARD OF DIRECTORS

Section 2.1. Board of Directors. The affairs of the Society shall be managed and administered by its Board of Directors, which shall consist of the President, President-Elect, Immediate Past President, Secretary/Treasurer, Secretary/Treasurer-Elect, and seven (7) Directors at Large. The actions of each member of the Board of Directors shall be consistent with the goals of the Society as stated in the Certificate of Incorporation. No person may hold more than one position on the Board of Directors at the same time.

Section 2.2. Number of Directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, except that the number of Directors shall not be less than three and no decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 2.3. Meetings. Annual and regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be held at any time and place upon call of the President or of not less than a majority of the members of the Board of Directors.

Section 2.4. Quorum of Directors. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. Participation by one or more Directors by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at such meeting.

Section 2.5. Adjourned Meetings. A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment.

Section 2.6. Action of the Board of Directors. The vote of a majority of the members of the Board of Directors present at the time of the vote, if a quorum is present, shall be the

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act of the Board of Directors, unless the question of action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these Bylaws. Each Director shall have one vote.

Section 2.7. Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without an in-person meeting or conference call if all of the members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action. Such resolution and written consents thereto shall be filed with the minutes of proceedings of the Board of Directors.

Section 2.8. Notice. Notice of the time and place of annual and regular meetings of Board of Directors, and time, place and purpose of special meetings of the Board of Directors shall be given by the Executive Director, or other Board member, as designated by the President, by mailing, electronic means or telephoning the same to each Director at least ten days before such meeting except that a meeting by conference telephone may be called on 48 hours notice. Notice of any meeting need not be given, however, to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice. Business transacted at a special meeting shall be limited to the purpose stated in the notice thereof.

Section 2.9. Compensation. The Board of Directors shall serve without compensation for their services.

Section 2.10. Executive Director. The Executive Director shall be responsible for implementing Society policies and performing activities identified and approved by the Board of Directors. The Executive Director is an ex officio (non-voting) member of the Board of Directors. The Executive Director's performance shall be evaluated annually, based on the fulfillment of established goals and objectives.

### ARTICLE III. COMMITTEES

Section 3.1. Executive Committee. The Executive Committee shall consist of the President (chair), President-Elect, Immediate Past President, Secretary/Treasurer and Secretary/Treasurer-Elect, and shall exercise all powers and authority of the Board of Directors during the periods between meetings of the Board.

Section 3.2. Nominating Committee. The Nominating Committee shall establish procedures for the nomination of Directors and Officers consistent with these bylaws and Society policy. Members of the Nominating Committee shall not be nominated for office.

Section 3.3. Finance Committee. The Finance committee shall oversee the preparation of the annual budget, annual audit, all financial statements and the administration, collection and disbursement of the financial resources of the Society. The Finance Committee shall advise the Board with respect to significant financial decisions.

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Section 3.4. Other Committees. The Society shall maintain other committees as may be determined by the Board of Directors. Such committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board of Directors. One member of each committee shall be appointed Chair by the President Elect, in accordance with the procedures set forth by the Board of Directors. The Committee Chair may appoint members to their committee or create subcommittees and workgroups of the committee as they shall deem appropriate.

Section 3.5. Rules. Each Committee shall keep records of its proceedings and report the same from time to time as requested by the Board of Directors. Each Committee may determine its own rules, except to the extent such rules are fixed by the Board of Directors or the policies of the Society.

Section 3.6. Removal and Successorship. Any Committee Chair may be removed by the President, subject to the concurrence of a majority of Members of the Board of Directors then in office. The President shall appoint any vacancies in the Committee Chair position.

Section 3.7. Compensation. Committee Chairs and Committee Members shall serve without compensation for their services.

Section 3.8. Task Forces. Task forces may be established as needed from time to time by the Board of Directors. Such task forces shall limit their activities to the purposes for which they were created and shall be dissolved upon the completion of their appointed tasks.

#### ARTICLE IV. OFFICERS

Section 4.1. Officers, Election and Term. The Officers of the Society shall be the President, President-Elect, Immediate Past President, Secretary/Treasurer, and Secretary/Treasurer-Elect. No person may hold more than one office simultaneously. The President-Elect, President, and Immediate Past President serve one (1) term of one (1) year in each of these offices. The Secretary/Treasurer and Secretary/Treasurer-Elect serve one (1) term of one (1) year in each of these offices. Any officer may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed by the Board of Directors with or without cause upon a two-thirds vote of the members of the Board of Directors then in office. The term of office for Officers shall commence January 1.

Section 4.2. Powers and Duties. The Officers of the Society shall each have such powers and perform such duties as generally pertain to their respective offices, subject to the control and direction of the Board of Directors. The duties of each Officer shall include, but not be limited to, the following:

(a) The President shall preside at the meetings of the members and of the Board of Directors, sign contracts or other instruments which the Board of Directors has

authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

(b) The President-Elect shall, in the absence or disability of the President, act in the place and stead of the President. Upon the expiration of the term of the President, the President-elect shall be installed as President.

(c) The Secretary/Treasurer shall see that minutes are kept for all meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these bylaws, ensure staff members keep corporate records, be responsible for and oversee all financial administration of the Society according to Board policy, shall ensure staff members properly receive and give receipts for moneys due and payable to the Society in appropriate banks, and shall at each annual meeting of the members present a statement of financial position of the Society, and in general shall perform all duties incident to the office of Secretary/Treasurer and such other duties as may be assigned by the Board of Directors.

(d) The Secretary/Treasurer-Elect shall, in the absence or disability of the Secretary/Treasurer, act in the place and stead of the Secretary/Treasurer. Upon the expiration of the term of the Secretary/Treasurer, the Secretary/Treasurer-Elect shall be installed as Secretary/Treasurer.

(e) The Immediate Past President shall serve in an advisory capacity as a voting member of the Board of Directors.

Section 4.3. Vacancies. A vacancy in the office of the President shall be filled by the President-elect. A vacancy in the office of the Secretary/Treasurer shall be filled by the secretary/Treasurer-elect. A vacancy in the office of President-elect shall be filled by selection of the Nominating Committee, subject to the approval of the Board of Directors. A vacancy in the office of Secretary/Treasurer-elect shall be filled by selection of the Nominating Committee, subject to the approval of the Board of Directors. If the unexpired portion of the term of a successor Officer is less than six months, the successor shall continue in office through the remainder of the unexpired term and through another full term. If the unexpired portion of the term of a successor Officer is six months or more, the successor Officer will serve a shortened term, and the Officer for the next term shall be elected by the members at the same time as other officers are elected.

## ARTICLE V. DIRECTOR-AT-LARGE

Section 5.1. Qualifications and Term of Office. The at-large members of the Board of Directors shall be Full Members of the Society and shall serve a two-year term of office and must be a current member, in good standing, of the Society.

Section 5.2 Vacancies in the Director-At-Large office shall be filled by selection of the Nominating Committee, subject to the approval of the Board of Directors. If the unexpired portion of the term of a successor Director is less than six months, the successor shall continue in office through the remainder of the unexpired term and through another full term. If the unexpired portion of the term of a successor Director is six months or more, the successor Director will serve a shortened term, and the Director

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for the next term shall be elected by the members at the same time as other Directors are elected.

Section 5.2. Duties. The duties of a Director-At-Large shall be determined by the policies of the Society.

## ARTICLE VI. MEETING OF MEMBERS

Section 6.1. Time and Place. The annual meeting of members shall be held at a time and location selected to promote maximum attendance by the membership. The date and location of this meeting shall be determined in sufficient time to notify the members thereof and afford them an opportunity to attend.

Section 6.2. Program. The program shall be arranged in accordance with such policies as adopted by the Board of Directors.

Section 6.3. Notices of Annual Meeting. Notice of the time and place of the annual meeting of members shall be given by the Executive Director by mailing or by sending via electronic means the same to each member at least eight weeks prior to such meeting.

Section 6.4. Special Meeting. Special meetings of members may be held at any time or place with the approval of the Boards of Directors or as provided by statute. Notice of special meetings shall state the time, place and purpose of the meeting and shall be mailed/or sent electronically to each member at least 15 days prior to the meeting date. Business transacted at any special meeting shall be limited to the purpose stated in the notice hereof.

Section 6.5. Quorum. The presence of ten percent of the members entitled to vote at any meeting of members shall constitute a quorum for the transaction of any business at any meeting of members. Participation by one or more members by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at such meeting.

Section 6.6. Action of the Members. The vote of a majority of the members present at the time of the vote, if a quorum is present, shall be the act of the members, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these Bylaws. Each full member shall have one vote. Voting by eligible members on all matters, including the election of Officers and Directors, may be conducted by mail and electronic media, provided, however, that a single medium shall be employed for each vote, to the extent permitted by the applicable New York General Non-profit Corporation Law.

## ARTICLE VII. ELECTIONS

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Section 7.1. Election of Directors-At-Large. The Directors-At-Large shall be elected by the Full Members, after selection by the Nominating Committee.

Section 7.2. Election of President-Elect. The President-Elect shall be elected by the Full Members, after selection by the Nominating Committee. To be deemed qualified by the Nominating Committee, the President-Elect shall have served on the Board of Directors within the past five (5) years and must be a current member, in good standing, of the Society.

Section 7.3 Election of Secretary/Treasurer-Elect. The Secretary/Treasurer shall be elected by the Full Members to serve as Secretary/Treasurer-Elect, after selection by the Nominating Committee and must be a current member, in good standing, of the Society

Section 7.4 Preparation of Ballot. Elections will be held every year by ballot of the Full Members. The Nominating Committee shall prepare a ballot listing the candidate for each position, together with a provision for write-in votes for each position. Ballots shall be distributed to Full Members at least ten (10) weeks before the Annual Meeting in accordance with such policies as may be adopted by the Board of Directors. Electronic means may be utilized for distribution and receipt of ballots. Voting will remain open for no less than 21 calendar days.

#### ARTICLES VIII. DUES

Section 8.1. Amount. The annual dues of all classes of members shall be determined from time to time by the Board of Directors.

#### ARTICLE IX. AFFILIATIONS

The Society may affiliate with such organizations as may be determined by the Board of Directors.

#### ARTICLE X. OTHER AGENTS

The Board of Directors may from time to time appoint such agents as it shall deem appropriate, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

#### ARTICLE XI. INDEMNIFICATION.

The Society shall indemnify all officers, employees, and agents of the Society to the full extent permitted by the New York General Non-Profit Corporation Law, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

#### ARTICLE XII. DISSOLUTION.

Upon the dissolution of the Society, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to

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such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

#### ARTICLE XIII. AMENDMENTS

Section 13.1. The Certificate of Incorporation or the Bylaws may be amended by a majority vote of the Board of Directors, except that any amendment of Article I (Membership) or of Article XIII (Amendments) shall also require a vote of the membership as outlined in Section 13.2.

Section 13.2. The Certificate of Incorporation or the Bylaws or the Code of Ethics may be amended by a majority of those members eligible to vote at the annual meeting of the members, except that any amendment of Article I (Membership) or of Article XVII (Amendments) shall also require a two-thirds vote of those members eligible to vote at the annual meeting of members. Amendments proposed by the membership will be in accordance with the following procedure:

(a) Any two full members may submit in writing a proposed bylaws amendment to the Executive Director at least sixteen (16) weeks prior to the next annual meeting of members;

(b) A copy of such proposed amendment shall be mailed or sent by electronic means to all members eligible to vote at least ten (10) weeks prior to the annual meeting of members;

(c) Full Members may vote on such proposed amendment by proxy postmarked or sent electronically no later than 30 days prior to the next annual meeting or in person at such annual meeting;

(d) Any amendment proposed and seconded at the annual meeting of members shall be voted on at the next succeeding annual meeting of members, in conformity with the procedures in Section 13.2(b) and 13.2(c) above.

(e) Amendments shall go into effect immediately following the procedures outlined in Section 13.1 and 13.2.

(f) These Bylaws include the amendments adopted by the Board of Directors on October 4, 1979, February 29, 1980, October 31, 1981, June 12, 1986, June 25, 1987, July 9, 1990, October 6, 1991, May 9, 1993, April 24, 1994, October 25, 1994, September 13, 1995, April 13, 1997, April 4, 1998, March 13, 1999; June 3, 2000; April 10, 2001, May 16, 2001, October 22, 2002, December 5, 2003, November 13, 2005, June 30, 2007, September 10, 2012, May 27, 2014 and October 2, 2014.