

TF
VJ
KS

BYLAWS OF THE THE CHROMATOGRAPHY AND MASS SPECTROMETRY DISCUSSION GROUP OF NEW YORK INCORPORATED (NYMS)

VERSION 1 — 3/28/2026

The undersigned, acting on behalf of the non-profit charitable and educational organization known as the Chromatography and Mass Spectrometry Discussion Group of New York Incorporated (NYMS), do hereby declare and adopt the following Bylaws for its governance.

ARTICLE I — NAME AND LOCATION

Section 1. The name of the organization shall be the Chromatography and Mass Spectrometry Discussion Group of New York Incorporated, hereinafter referred to as “NYMS”.

Section 2. The principal office of NYMS shall be in the City of Rochester, State of New York. This designation may be changed by official action of the Board of Directors.

ARTICLE II — PURPOSE

Section 1. Mission. The purpose of NYMS is to promote communication, expand educational opportunities, facilitate professional interaction and networking among mass spectrometrists in the State of New York, and generally support the practice of mass spectrometry and related analytical techniques. These educational and community-building activities include maintaining a public website, organizing meetings, lectures, discussion groups, workshops, and other similar events.

Section 2. Restrictions. No part of the net earnings of NYMS shall inure to the benefit of, or be distributable to, any member, director, officer, or other private individual, except that NYMS is authorized to provide reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. No substantial part of the activities of NYMS shall consist of carrying on propaganda or otherwise attempting to influence legislation, and NYMS shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, including through the publication or distribution of statements. NYMS shall not engage in any activities that are not permitted for an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III — MEMBERSHIP

Section 1. Eligibility. Any person expressing an interest in mass spectrometry or related analytical sciences is considered eligible for membership. A person who has attended at least one regular meeting during the fiscal year shall be considered a member in good standing.

Section 2. Membership Period. The membership year shall run from September 1 through August 31. Members in good standing on August 31 shall continue to exercise full privileges of membership during a three-month grace period.

Section 3. Voting Privileges. Each member in good standing is entitled to one vote on any matter presented to the NYMS membership. Proxy voting is not permitted. Membership is non-transferable and does not confer any rights or interests in the assets or income of NYMS.

Section 4. Membership Records. The Secretary shall maintain an annual record of members in good standing. Members' names, affiliations, and email addresses shall be collected once each year during the NYMS annual meeting, and attendance at that meeting shall be recorded for the purpose of establishing membership standing

Section 5. Honorary Life Members. Upon motion and approval by the Board of Directors, an Honorary Life Membership may be conferred upon a member or non-member who has rendered singular and extraordinary service to NYMS. Honorary Life Members shall enjoy all privileges and benefits of regular members without further payment of dues.

Section 6. Revocation. A person's membership may be revoked by a two-thirds (2/3) majority vote of the current membership at a duly authorized meeting.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. Governance. The business, property, and programs of NYMS shall be managed and controlled by a Board of Directors consisting of the Officers (President, Secretary, and Treasurer), the immediate Past President, and up to six (6) duly elected Members-at-Large.

Section 2. Terms of Office. Directors shall be elected at the Annual Meeting and shall serve a two-year term beginning on September 1 of the year in which they are elected. At the end of the first year of each term, all Directors shall be subject to a performance review by the Board and may be removed upon majority agreement. Directors may serve consecutive or multiple terms in the same or in different capacities.

Section 3. Vacancies. A vacancy occurring on the Board during the year shall be filled by appointment of the remaining Board of Directors with a majority of votes and shall last for the remainder of the vacated term.

Section 4. Board Meetings. The Board of Directors shall meet at least twice per year: once for the Annual Meeting, at which the Board shall report on NYMS activities to the members or conduct the transition of the Board following the completion of two-year terms, and once at a mid-year Board meeting. Additional meetings may be convened at any time as deemed advisable by the President or by any three (3) members of the Board. At any meeting of the Board, a simple majority of Board members shall constitute a quorum, and a majority of those present shall rule.

Section 5. Annual or Transition Meeting. The annual or transition meeting shall be composed of all outgoing and incoming Board members. The purpose of this meeting shall be to review and propose the next fiscal year's budget and to prepare recommendations for the coming year's activities and budget.

Section 6. Responsibilities of the Board. The Board of Directors shall:

- a. Advise and assist the President in the execution of their duties.
- b. Advise and assist committee chairpersons in the execution of their duties.

- c. Assist the Treasurer in the preparation of the annual budget and approve said budget prior to its submission to the general membership.
- d. Ensure continuity in the operation of NYMS activities.
- e. Organize at least four (4) regular meetings per year.
- f. Nominate persons to fill vacancies of officers.
- g. Prepare a review of all proposed amendments to the Bylaws and distribute said review with the ballots for said amendments.
- h. Submit, if necessary, a recommendation for the removal of officers to the membership for a majority vote.

Section 7. Attendance. Each Director is expected to attend all regular meetings of the Board. Directors with two (2) consecutive unexcused absences shall be removed from the Board of Directors.

Section 8. Compensation. Directors shall be volunteers and shall receive no compensation for their services, except for reimbursement of certain expenses directly related to the mission and purposes of NYMS as approved by the Board.

ARTICLE V — OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of NYMS shall be a President, a Secretary, and a Treasurer. All officers must be members in good standing. No individual shall concurrently hold more than one office, except when temporarily assuming the duties of another officer due to a vacancy.

Section 2. Election and Term. Officers shall be elected every two (2) years. A Nominating Committee shall be appointed by the President by June 1 of each year to select candidates for the various NYMS offices. The Nominating Committee shall make known its selection of candidates to the membership by June 30. Nominations by email may be made at any time prior to July 15. A member must give their approval before their name may be placed in nomination. Balloting shall occur via electronic ballot no later than July 31. Officers shall take office on September 1.

Section 3. President. The President shall preside at all meetings, shall have the power to appoint committees, and shall be an ex-officio member of all committees. The President shall exercise general oversight of NYMS business and organize the Annual Meeting.

Section 4. Secretary. The Secretary shall preside in the President's absence and shall keep minutes of all Board and general meetings, maintain all records and correspondence, distribute minutes to all Board members within three (3) weeks of meetings, and maintain a file of all correspondence from officers and Board members. The secretary shall organize the Annual Meeting.

Section 5. Treasurer. The Treasurer shall keep all financial records, including those required by the Internal Revenue Service, and shall be in charge of any bank accounts. Funds shall be deposited in a bank designated by the Treasurer and withdrawn by the Treasurer or, in their absence, the President. At the last meeting of each fiscal year, the Treasurer shall distribute an annual financial statement to the Board. The Treasurer shall also propose a preliminary budget for the upcoming fiscal year, to be submitted to participants in the transition meeting at least two (2) weeks before said meeting. The Treasurer shall organize the Annual Meeting.

Section 7. Members-at-Large. Each Member-at-Large shall be elected to a position of specific responsibility, which may include, but is not limited to, the following:

- a. Membership Directory — update, maintain, and make available a directory for members.
- b. Communications — update, maintain, and send electronic messages to those on the mailing list.
- c. Meeting Arrangements — organize and finalize meeting logistics.
- d. Publicity — ensure adequate notice to all members of upcoming activities.
- e. Website — maintain an up-to-date website with meeting information, sponsorship details, and other content of interest.
- f. Nominations — lead the Nominating Committee.

Section 8. Turnover. Outgoing officers shall turn over all books, records, and access to digital and cloud-based storage to the incoming officers by October 1 of each year, including a final report with recommendations for the coming year.

ARTICLE VI — COMMITTEES

Section 1. Types of Committees. NYMS shall have two types of committees: Standing Committees that address ongoing needs, and Special Committees that address tasks or needs of shorter duration. Each committee shall prepare and maintain a written plan of work approved by the Board of Directors.

Section 2. Nominating Committee. A Nominating Committee of at least three (3) members in good standing, not currently serving as officers, shall be appointed by the President. The Committee shall confer and issue a slate of nominees for the ensuing election. Prior consent of each candidate must be obtained.

Section 3. Finance Committee. The Finance Committee shall advise the Board on appropriate budgeting and accounting practices. It shall propose an annual budget, monitor income and expenditures, and conduct audits as directed by the Board. The Treasurer shall serve as Chair.

Section 4. Committee Membership. The President appoints all committee members. Standing Committees must be chaired by a current member of the Board of Directors. Members of Standing Committees shall serve one (1) year or until the next Annual Meeting, whichever occurs first.

Section 5. Committee Reports. The chairperson of each committee shall report to the Board of Directors at each regular Board meeting. Committee chairpersons shall, upon request of the President or three (3) members of the Board, prepare a final report at the end of each year.

Section 6. Special Committees. Special project committees may be established by the President as deemed necessary. Each committee shall advise the Board on matters related to achieving the stated mission and goals of NYMS.

ARTICLE VII — MEETINGS

Section 1. Regular Meetings. Regular meetings of the membership shall be held at a time and place to be determined by a majority vote of the Board of Directors. At least three (4) regular meetings shall be held in each fiscal year.

Section 2. Annual Meeting. The Annual Meeting shall occur in September. The budget shall be presented and installation of new officers shall occur at that time.

Section 3. Special Meetings. Special meetings may be called by the Board at any time, or upon written request by ten percent (10%) of the members in good standing. The membership must be informed by email at least seven (7) days in advance of the meeting. The call for a special meeting shall state the exact nature of the business to be transacted, and no other business shall be conducted at such meeting.

Section 4. Quorum. At any duly called regular or special meeting of the membership, those members in attendance shall constitute a quorum for the conduct of business. A majority vote of those present shall rule, except as otherwise provided in these Bylaws.

Section 5. Rules of Order. All meetings shall be conducted according to the procedures specified in Robert's Rules of Order (current edition), except where otherwise specified herein. Minutes of actions taken and members present shall be recorded and maintained.

Section 6. Electronic Meetings. Under special circumstances, the Board of Directors may conduct meetings by means of electronic conference with all members included simultaneously.

ARTICLE VIII — DUES AND FINANCES

Section 1. Dues. Dues for members shall be determined by a majority vote of the Board of Directors. If a person is admitted to membership for the first time after the midpoint of the fiscal year, they shall pay only one-half (1/2) of the current annual dues for that year.

Section 2. Payment. Dues shall be payable before October 31 of each year. Members who fail to pay the prescribed dues by that date shall automatically cease to be members after a two-month grace period. A member may be reinstated for the duration of the year by paying annual dues in full.

Section 3. Fiscal Year. The fiscal year of NYMS shall run from September 1 through August 31.

Section 4. Budget. Upon approval of the budget by the membership, budgeted items may be spent with no further approval.

Section 5. Expenditures. The general membership may, each year, specify a dollar sum which the Board is authorized to spend on items not listed in the budget but which are necessary expenditures. Any expenditure over this amount must be approved by the membership prior to being spent. Only one signature is required on expenditures of up to \$500.00. Expenditures exceeding that amount must be approved by both the Treasurer and the President.

Section 6. Corporate Sponsors. Corporate sponsors, and the benefits that a sponsor receives, shall be listed on the website. Sponsoring organizations are not considered members of NYMS, although individual employees of a sponsoring organization may be

regular members in good standing. The Board determines the sponsorship amount and the benefits the sponsor receives.

Section 7. Financial Records. Finances of NYMS shall be maintained in accordance with generally accepted accounting principles. The financial statements shall be audited periodically as determined by the Board.

Section 8. Donations and Bequests. Donations or bequests of funds or property may be accepted by suitable resolution adopted at a regular or special meeting by a majority vote of the members present.

ARTICLE IX — REMOVAL OF OFFICERS

Section 1. If, in the majority opinion of the Board, it becomes necessary to remove a member from the Board, the following guidelines must be observed:

- a. First, a written resignation of the said member must be requested and, if received, accepted by the Board.
- b. If the said member refuses to resign, then the recommendation of removal requires a two-thirds (2/3) vote of respondents to carry.

Section 2. Directors brought into question under ethical or commitment concerns shall have a hearing before a special committee of the Board. When their behavior is judged to be in conflict with the mission or best interests of NYMS, they shall be removed from the Board.

ARTICLE X — AMENDMENTS TO BYLAWS

Section 1. A member presenting a proposed amendment to the Bylaws of NYMS must do so in written or electronic form. The proposed amendment must be published on the website or by special email along with a written review by the Board of Directors. After a fourteen (14) day discussion period, in which email comments from the membership are solicited by the President, the Board shall compile the comments and adjust the amendment in accordance with the opinion of the majority of the Board.

Section 2. These Bylaws may be amended at any time by a majority vote of the Board of Directors.

Section 3. Any amendment adopted by the majority of the Board shall be prepared in written or electronic form and the revised Bylaws must be signed and dated by all members of the Board of Directors.

ARTICLE XI — DISSOLUTION

Section 1. Following an affirmative vote in favor by two-thirds (2/3) of the membership voting, the Board of Directors shall call a special meeting for the sole purpose of voluntarily dissolving NYMS.

Section 2. Upon the dissolution of NYMS, the Board of Directors shall, after paying or making provision for the payment of all liabilities, dispose of all assets exclusively for the purposes of NYMS in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an

exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

Section 3. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of NYMS is then located, exclusively for such purposes or to such organizations as said court shall determine.

Signatures

In witness whereof, we have hereunto subscribed our names:



MARCH 30, 2026

Thierry Fouquet, President

Vittoria Lopez, 30 March 2026

Vittoria Lopez, Secretary

Kyle Swovick, Treasurer



, April 1 2026