Bylaws of the American Board of Medical Genetics and Genomics

ARTICLE 1: NAME, PURPOSE AND POWERS

Section 1.1. Name. The name of this corporation shall be The American Board of Medical Genetics and Genomics (the "ABMGG").

Section 1.2. Mission. The mission of the ABMGG is to serve the public and the medical profession by promoting standards of excellence in medical genetics and genomics. To accomplish this, the ABMGG:

- accredits medical genetics and genomics laboratory training programs,
- credentials and certifies practitioners of medical genetics and genomics, and
- fosters life-long learning through maintenance of certification.

Section 1.3 Powers. Except as provided otherwise in the Articles of Incorporation or these Bylaws, the ABMGG shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as may be amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 2: OFFICE AND AGENT

The ABMGG shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3: MEMBERS

The ABMGG shall have no members.

ARTICLE 4: DIPLOMATES

Section 4.1. Diplomates. Individuals currently certified by the ABMGG shall be designated as Diplomates.

Section 4.2. Qualifications.

(a) Diplomates shall be qualified doctoral level individuals who are currently certified by the ABMGG in one or more of the following specialties:

- Clinical Genetics and Genomics (clinical geneticists)
- Ph.D. Medical Genetics (Ph.D. medical geneticists)
- Clinical Biochemical Genetics (clinical biochemical geneticists)
• Clinical Cytogenetics and Genomics (clinical cytogeneticists)
• Clinical Molecular Genetics and Genomics (clinical molecular geneticists)
• Clinical Biochemical/Molecular Genetics (clinical biochemical/molecular geneticists)

(b) Diplomates shall be eligible to serve as officers or directors of the ABMGG, to serve on ABMGG committees, and to receive information, notices, and other mailings from the ABMGG.

ARTICLE 5: BOARD OF DIRECTORS

Section 5.1. Powers and Duties.

(a) The affairs of the ABMGG shall be managed by its Board of Directors.

(b) The Board of Directors shall have the powers and duties ordinarily delegated to the governing body of a corporation, including the following:

1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the ABMGG in order to promote the purposes of the ABMGG;
2. To establish general administrative procedures governing the activities of the ABMGG and to develop long-term policies to foster the ABMGG's growth and development;
3. To transact the general business of the ABMGG;
4. To adopt rules, regulations, and procedures governing certification of qualified medical geneticists;
5. To adopt rules, regulations, and procedures governing accreditation of qualified medical genetics and genomics laboratory training programs;
6. To grant certification to applicants who have successfully completed requirements established by the ABMGG and to confer Diplomate status on those so certified;
7. To grant accreditation to laboratory specialty training programs that have complied with the requirements established by the ABMGG;
8. To have charge of the funds of the ABMGG and to authorize loans, investments, and expenditures;
9. To elect the directors and officers of the ABMGG;
10. To establish fees for application, examination, certification, maintenance of certification, accreditation, and reaccreditation; and policies regarding waivers of fees and refunds;
11. To take or cause to be taken such other action as it deems necessary to carry on the purposes of the ABMGG.

Section 5.2. Composition, Qualifications, Authority of Individual Directors and Relationships Between Directors.

(a) The Board of Directors of the ABMGG shall consist of between seventeen (17) and nineteen (19) voting directors, and the Chief Executive Officer (“CEO”), who shall serve ex officio without a vote.

(b) At a minimum, the voting directors shall consist of the following: seven (7) clinical geneticists, nine (9) clinical laboratory geneticists [three (3) clinical biochemical geneticists, three (3) clinical
cytogeneticists and three (3) clinical molecular geneticists], and one (1) Public Member. The Chief Executive Officer (“CEO”) shall serve *ex officio* without a vote.

(c) The number of directors may be fixed at any number not fewer than three and such number may from time to time be increased to any number or decreased to not fewer than three, or a different variable range may be established, by amendment of these Bylaws; provided that, a variable range for the number of directors shall have a minimum which is not less than three and a maximum which does not exceed the minimum by more than five.

(d) All directors except the Public Member shall be Diplomates of the ABMGG and currently participating in the ABMGG Maintenance of Certification program.

(e) Except as may otherwise be provided herein, a director of the ABMGG may not concurrently serve as an ABMGG employee, or as an officer, director or employee of the American College of Medical Genetics and Genomics, the American Society of Human Genetics, or any other national or international professional organization that the Board of Directors deems to present a potential conflict with the director’s service to the ABMGG.

(f) Only the Chair and the CEO may speak on behalf of the ABMGG. No other director, officer or employee of the ABMGG may speak for or act on behalf of the ABMGG, or hold himself or herself out as authorized to act or speak on behalf of the ABMGG, without prior authorization from the Chair or the CEO.

(g) No director may, in his or her employment capacity, supervise or be supervised by another director; nor may directors be related to each other.

**Section 5.3. Nomination, Election, Tenure and Term of Office.**

(a) Directors shall be elected by the Board of Directors.

(b) Directors shall serve for two (3)-year terms. No director may hold office for more than two (2) consecutive three (3)-year terms; provided that, a director who has been appointed to fill a vacancy may complete the vacant term and then be elected to serve for an additional two (2) three(3)-year terms. A director who has served for two (2) three (3)-year terms is not eligible for reelection until six (6) years after the expiration of his or her previous terms.

(c) Directors’ terms shall be staggered so that each year no more than three (3) new directors shall be elected; provided that, if one or more vacancies exist on the board because of an increase in the number of directors, additional directors shall be elected to fill such vacancies.

(d) Prior to March 1 of each year, the Chair shall appoint a Nominating Committee consisting of one (1) director and four (4) Diplomates who are not current directors. One (1) of these individuals shall have served on the immediately preceding Nominating Committee and shall serve as chairperson of the Nominating Committee; the other four (4) shall not have served on the Nominating Committee during the previous six (6) years. The Nominating Committee shall take
office immediately upon appointment.

(e) The Nominating Committee shall timely submit to the Board of Directors a slate of nominees for the position(s) to be filled. The specialty of the candidates shall be in accordance with the specialties of the outgoing directors. Members of the Nominating Committee may not be candidates and shall be identified in the call for nominations.

(f) New directors shall be elected by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.

(g) Each director shall hold office until December 31 of the final year of that director's term of office and until a successor is elected and installed, or until such director's earlier death, resignation or removal in the manner hereinafter provided.

Section 5.4. Resignation. A director may resign at any time by written notice delivered to the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

Section 5.5. Removal of Directors. One or more directors may be removed, with or without cause. A director may be removed only by the affirmative vote of two thirds of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice is delivered to all directors. Only the named director or directors may be removed at such meeting.

Section 5.6. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

Section 5.7. Meetings, Notice, and Waiver of Notice.

(a) The Board of Directors shall determine the time and place for the holding of Meetings of the Board of Directors, and the manner in which such meetings shall be held, without other notice than such determination.

(b) Special meetings of the Board of Directors may be called by the Chair or by six (6) directors, and such person or persons may fix any place as the place for holding any special meeting of the Board so called. Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws at least two days in advance thereof by mail, telephone, or facsimile transmission to each director at the address shown for such director on the records of the Board.

(c) Notice of any meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except in the case of a special meeting called for the purpose of removing a director, neither the business to be transacted at, nor the pur-
pose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation, or these Bylaws.

(d) Between meetings, the Board of Directors may vote and transact business without a meeting as provided in Section 5.11 of these Bylaws, or by conference telephone as provided in Section 5.12 of these Bylaws.

Section 5.8. Proxy Prohibited. No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in Section 5.11 of the Bylaws.

Section 5.9. Quorum. Nine (9) directors shall constitute a quorum for transacting business.

Section 5.10. Action at a Meeting. Each director shall be entitled to one vote. The affirmative vote of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.11. Action Without a Meeting.

(a) Any action required or permitted by law to be taken at a meeting of the Board of Directors of the ABMGG may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all currently seated directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the ABMGG. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

(b) An electronic, or similar transmission by a director, or a photostatic, photographic, facsimile, or similar reproduction of a writing signed by a director, shall be regarded as a signed written consent for purposes of this Article.

Section 5.12. Attendance by Telephone. Directors may participate in and act at any meeting through the use of a conference telephone or other remote electronic communications system, including videoconferencing technology or the Internet, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 5.13. Parliamentary Procedures. All deliberations of the ABMGG’s Board of Directors, Executive Committee, and other committees shall be governed by parliamentary procedures as interpreted by the current edition of A. Sturgis, The Standard Code of Parliamentary Procedure, when such is not in conflict with the law, the Articles of Incorporation, these Bylaws, or the ABMGG’s written or long-established policies and procedures.
Section 5.14. Compensation; Reimbursement. No director shall receive any payment for services as a director, except that a director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

ARTICLE 6: OFFICERS

Section 6.1. Enumeration. The officers of the ABMGG shall consist of the Chair, Chair-Elect, Secretary, Treasurer and Treasurer-Elect. All officers shall be current directors of the ABMGG. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 6.2. Election and Term of Office.

(a) The Chair-Elect, the Secretary and the Treasurer-Elect of the ABMGG shall be elected by the Board of Directors from among the directors. Voting shall be accomplished by secret ballot. The Chair shall count the votes. Nominees receiving a plurality of the votes shall be declared elected. Officers shall take office on January 1 following their election.

(b) The Chair shall succeed from the office of Chair-Elect. The Chair shall hold office for one (1) term of two (2) years; provided that, if the Chair-Elect fills a vacancy in the office of Chair, he or she shall hold office for the unexpired portion of the Chair’s term and for an additional full two (2)-year term.

(c) The Chair-Elect shall hold office for one (1) term of two (2) years; provided that, if the Chair-Elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of Chair unless elected to that office.

(d) In the event that the combined term of office of Chair/Chair-Elect extends beyond that individual’s term of service on the Board of Directors, the individual may complete his/her term of office, and his/her term on the Board shall be extended to coincide with the remaining term of office. In such circumstance, the number of directors on the Board may increase until such time as his/her term of office is completed.

(e) The Treasurer shall succeed from the office of Treasurer-Elect. The Treasurer shall hold office for one (1) term of two (2) years; provided that, if the Treasurer-Elect fills a vacancy in the office of Treasurer, he or she shall hold office for the unexpired portion of the Chair’s term and for an additional full two (2)-year term.

(f) The Treasurer-Elect shall hold office for one (1) term of two (2) years; provided that, if the Treasurer-Elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of Treasurer unless elected to that office.

(g) In the event that the combined term of office of Treasurer/Treasurer-Elect extends beyond that
individual’s term of service on the Board of Directors, the individual may complete his/her term of office, and his/her term on the Board shall be extended to coincide with the remaining term of office. In such circumstance, the number of directors on the Board may increase until such time as his/her term of office is completed.

(h) The Secretary shall hold office for a term of two (2) years and each may be reelected for one (1) additional two (2)-year term.

(i) The term(s) of office of Secretary, shall not extend the individual's tenure on the Board of Directors beyond the term for which that individual was elected.

Section 6.3. Vacancies.

(a) In the event that the Chair cannot complete his or her term of office, as determined by the Board of Directors, the Chair-Elect shall succeed to the office of Chair for the unexpired portion of the Chair’s term and for an additional full two(2) -year term

(b) In the event that the Chair-Elect succeeds to the office of Chair, or in the event that the Chair-Elect cannot complete his or her term of office, as determined by the Board of Directors, a new Chair-Elect shall be appointed by the Board of Directors for the unexpired portion of the term.

(c) In the event that the Treasurer cannot complete his or her term of office, as determined by the Board of Directors, the Treasurer-Elect shall succeed to the office of Treasurer for the unexpired portion of the Treasurer's term and for an additional full two(2) -year term

(d) In the event that the Treasurer-Elect succeeds to the office of Treasurer, or in the event that the Treasurer-Elect cannot complete his or her term of office, as determined by the Board of Directors, a new Treasurer-Elect shall be appointed by the Board of Directors for the unexpired portion of the term.

(e) In the event that the Secretary cannot complete his or her term of office, as determined by the Board of Directors, a new Secretary shall be appointed by the Board of Directors for the unexpired portion of the term.

Section 6.4. Resignation and Removal.

(a) Any officer may resign at any time by giving notice to the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

(b) The Board of Directors may remove any officer, with or without cause, whenever in its judgment the best interests of the ABMGG would be served thereby.

Section 6.5. Compensation. No officer shall receive any payment for services as an officer, except that an officer may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer.

Section 6.6. Chair. The Chair shall be the principal officer of the ABMGG. The Chair shall
preside at all meetings of the Board of Directors. Subject to the directions of the Board of Directors, the Chair shall in general supervise and control the business and affairs of the ABMGG and shall perform all duties incident to the office of Chair and such other duties as may be assigned from time to time by the Board of Directors or prescribed by these Bylaws. The Chair may sign, alone or with any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, major contracts, or other instruments that the Board of Directors has determined should be executed by the Chair.

Section 6.7. Chair-Elect. The Chair-Elect shall assist the Chair in carrying out his or her duties, shall prepare for his/her term in office, shall carry out the duties of the Chair in the absence or disability of the Chair, and shall carry out such other duties as may be assigned from time to time by the Board of Directors or the Chair, or prescribed by these Bylaws.

Section 6.8. Secretary. The Secretary shall record the minutes at all Board meetings and Executive Committee meetings. The Secretary shall keep a record of all Diplomates and all accredited medical genetics and genomics training programs. The Secretary shall distribute the rules and regulations on certification and accreditation and amendments thereto to all Diplomates of the ABMGG and to other individuals upon request. The Secretary’s duties may be delegated to an appropriate staff member, but the Secretary retains responsibility for such duties.

Section 6.9. Treasurer. The Treasurer shall receive and record all fees submitted to the ABMGG, make such investments and expenditures as authorized by the Board of Directors, and present to the Board of Directors statement of receipts and expenditures. The Treasurer shall present properly detailed financial reports, audited by a certified public accountant, annually to the Board of Directors for the permanent records of the ABMGG. The Treasurer’s duties may be delegated to an appropriate staff member, but the Treasurer retains responsibility for such duties.

Section 6.10. Treasurer-Elect. The Treasurer-Elect shall assist the Treasurer in carrying out his or her duties, shall prepare for his/her term in office, and shall carry out such other duties as may be assigned from time to time by the Board of Directors or the Chair, or prescribed by these Bylaws.

ARTICLE 7: COMMITTEES AND REPRESENTATIVES

Section 7.1. Committees of the Board of Directors.

(a) The Board of Directors may by resolution create one or more standing or special committees of the Board of Directors and appoint a director as chairperson of each committee. After consideration of the recommendation of the chairperson of each committee, the Chair shall appoint directors and other Diplomates of the ABMGG to serve on the committee. All committee appointments shall be subject to ratification by the Board of Directors. All committee members shall be Diplomates of the ABMGG and currently participating in the ABMGG Maintenance of Certification program.

(b) Each standing or special committee of the Board of Directors shall have two or more directors as members, at least a majority of its members shall be directors, and all committee members shall serve at the pleasure of the Board of Directors. Committee members other than officers of the ABMGG shall be appointed for staggered two-year terms and may not serve for more than two full
consecutive terms.

(c) Notwithstanding anything to the contrary herein, each year, the Chair shall appoint a Nominating Committee as provided in Section 5.3(d) of these Bylaws.

(e) The Board of Directors may by resolution appoint one or more individuals who are not members of the ABMGG to serve, at the pleasure of the Board, as advisors to a committee of the Board of Directors. Advisors may, at the discretion of the chairperson of the committee, be present at committee meetings but may not vote.

Section 7.2. Action of Committees of the Board of Directors. A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of committee meetings and the notice required for such meetings.

Section 7.3. Executive Committee.

(a) The Executive Committee shall be composed of the Chair, the Chair-Elect, the Treasurer, and the Secretary. The Chief Executive Officer (“CEO”) shall serve ex officio without a vote. The Chair shall serve as chairperson of the Executive Committee and the Secretary shall serve as secretary of the Executive Committee.

(b) The Executive Committee shall act upon such urgent matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors.

(c) The Secretary shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Board of Directors meeting.

Section 7.4. Standing Committees of the Board of Directors.

(a) In addition to the Executive Committee, the Board of Directors shall have the following standing committees:

- Finance/Audit Committee
- Governance Committee
- Credentials Committee
- Accreditation Committee
- Maintenance of Certification Committee
(b) The Chair and the Chair-elect shall serve as *ex officio* members of each standing committee of the Board of Directors.

(c) The Finance/Audit Committee shall be composed of the Treasurer, the Treasurer-Elect, the Chair, and the Chair-elect. The CEO and the Administrator shall serve *ex officio* without a vote. The committee shall be responsible for reviewing the previous year’s budget and planning a new budget for the upcoming year. The new budget shall be submitted to the Board of Directors for approval. The committee also shall study, evaluate, and make recommendations to the Board of Directors regarding the ABMGG’s financial status. The Committee also shall assure that appropriate accounting policies and internal controls are established and followed by the ABMGG in accordance with accepted accounting policies and regulatory requirements, and for oversight of the financial activities of ABMGG investments.

(d) The Governance Committee shall be composed of the Chair, the Chair-Elect, the Secretary, such other directors as may be appointed by the Chair, and the ABMGG’s CEO and legal counsel both of whom shall serve *ex officio* without a vote. Committee members other than officers of the ABMGG shall be appointed for staggered two-year terms and may not serve for more than two full consecutive terms. The Committee shall be responsible for developing recommendations regarding issues affecting Board composition, development and function; ensuring the accuracy of these Bylaws and the ABMGG’s governance policies and related documents, and periodically reviewing these documents to ensure that they are consistent; and formulating and submitting for approval by the Board of Directors wording for proposed amendments to the Articles of Incorporation or to these Bylaws, and to the rules and procedures necessary for the orderly operation of the ABMGG.

(e) The Credentials Committee shall be composed of such directors as may be appointed by the Chair. Committee members shall be appointed for staggered six (6)-year terms. The Committee shall be responsible for all matters relating to credentials issues, including determination of eligibility requirements for credentialing, and evaluation of applicants applying to the ABMGG for examination and certification.

(f) The Accreditation Committee shall be composed of such directors as may be appointed by the Chair. Committee members shall be appointed for staggered six (6)-year terms. The Committee shall be responsible for all matters relating to the accreditation of clinical laboratory training programs, including determination of specific requirements for accreditation, review of programs for accreditation or reaccreditation, and decisions regarding program accreditation.

(g) The Maintenance of Certification Committee shall be composed of such directors as may be appointed by the Chair. Committee members shall be appointed for staggered six (6)-year terms. The Committee shall be responsible for all matters related to the ABMGG Maintenance of Certification Program, including determination of appropriate requirements of the Program for maintaining time-limited certificates.

(h) The Board of Directors also shall create standing or special committees of the Board with responsibilities in other areas, including discipline and appeals; appoint a director as chairperson of each committee; and appoint directors and other Diplomates of the ABMGG to serve on the committees.
Section 7.5. Subcommittees, Task Forces and Other Advisory Bodies.

(a) The Board of Directors may create one or more subcommittees, task forces or other advisory bodies and appoint persons to such advisory bodies who need not be directors. All subcommittee, task force or other advisory body members shall be Diplomates of the ABMGG and currently participating in the ABMGG Maintenance of Certification program.

(b) Subcommittees, task forces and other advisory bodies may not act on behalf of the ABMGG, or bind it to any action, but may make recommendations to the Board of Directors.

(c) A majority of the members of such body shall constitute a quorum. The act of a majority of members present and voting at a meeting at which a quorum is present shall be the act of the body. No member may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for members. A member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the body may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of such body shall determine the time and place of meetings and the notice required for such meetings.

Section 7.6. ABMS Voting Representatives. The Board of Directors shall nominate one voting representative to the Board of Directors of the American Board of Medical Specialties (ABMS). The representative shall be a present or past member of the ABMGG Board of Directors or the CEO of the ABMGG. The representative will serve a three year term with a possible reappointment for a second three year term.

Section 7.7. Medical Genetics and Genomics Residency Review Committee Representatives. The Board of Directors shall nominate two (2) Representatives to the Medical Genetics and Genomics Residency Review Committee. One Representative shall be a Diplomate of the ABMGG, one Representative shall be elected from among the current directors, and each shall serve for a six (6) year term.

ARTICLE 8: EXPENDITURES, CONTRACTS, AND FINANCIAL TRANSACTIONS

Section 8.1. Expenditure of Funds. Expenditure of funds shall be made to further the objectives of the ABMGG as stated herein. All expenditures shall be authorized by action of the Board of Directors except for those disbursements routinely required in the conduct of the business of the ABMGG, which may be authorized by the CEO.

Section 8.2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the ABMGG to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ABMGG, and such authority may be general or confined to specific instances.

Section 8.3. Loans. No loans shall be contracted on behalf of the ABMGG and no evidences of indebtedness shall be issued in the name of the ABMGG unless authorized by a resolution of the
Board of Directors.

**Section 8.4. 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 ABMGG shall be signed by such officer or officers, employee or employees of the ABMGG and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer.

**Section 8.5. Deposits.** All funds of the ABMGG shall be deposited from time to time to the credit of the ABMGG in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 8.6. Gifts.** The Board of Directors may accept on behalf of the ABMGG any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ABMGG.

**ARTICLE 9: BOOKS AND RECORDS**

The ABMGG shall keep correct and complete books and records of account, as required by law, and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered office and principal office a record giving the names and addresses of all Diplomates.

**ARTICLE 10: CERTIFICATION AND ACCREDITATION**

**Section 10.1. Certification.**

(a) Certification as a Diplomate of The American Board of Medical Genetics and Genomics, Incorporated, shall be available in several specialties according to requirements established by the ABMGG. These specialties shall include, but shall not be limited to, the following:

- Clinical Genetics and Genomics
- Ph.D. Medical Genetics (last offered in 2007)
- Clinical Biochemical Genetics
- Clinical Cytogenetics and Genomics
- Clinical Molecular Genetics and Genomics
- Clinical Biochemical/Molecular Genetics (last offered in 1993)

(b) Subspecialty certification shall be available according to requirements established by the ABMGG. These subspecialties shall include, but shall not be limited to, the following:

- Molecular Genetic Pathology
- Medical Biochemical Genetics

(c) Certificates awarded in 1993 and thereafter shall be time-limited certificates, permitting ten (10) years of certification. Maintenance of Certification shall be achieved according to requirements
established and published by the ABMGG.

**Section 10.2. Accreditation.** Accreditation of laboratory training programs by ABMGG shall be available to several types of programs and facilities according to requirements established by the ABMGG.

**Section 10.3. Rules and Regulations.**

(a) The Board of Directors shall publish the rules and regulations affecting certification and accreditation.

(b) The rules and regulations regarding certification shall include, but shall not be limited to, eligibility requirements candidacy for certification, examination of candidates, re-examination of candidates, issuance of certification, maintenance of certification, and denial and revocation of certification.

(c) The rules and regulations regarding accreditation of laboratory specialty training programs shall include, but shall not be limited to, requirements concerning physical facilities and personnel, breadth of tests performed in a specialty, volume of tests evaluated per year, educational environment, reaccreditation, and denial and revocation of accreditation.

**ARTICLE 11: INDEMNIFICATION AND INSURANCE**

Each person who at any time is or shall have been a director, officer, employee, or agent of the ABMGG or is or shall have been serving at the request of the ABMGG as a director, officer, employee, or agent of another corporation or other enterprise, shall be indemnified and may be advanced reasonable expenses by the ABMGG in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, resolution of directors, agreement or otherwise, consistent with Illinois law. Further, the ABMGG may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of the adoption of these Bylaws or as amended from time to time.

**ARTICLE 12: DISSOLUTION**

Upon the dissolution of the ABMGG, the Board of Directors shall pay, satisfy, and discharge, or make provision for the payment, satisfaction, and discharge of, all of the liabilities and obligations of the ABMGG, and shall return, transfer, or convey any assets held by the ABMGG upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board of Directors shall transfer or convey the remaining assets of the ABMGG to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall
determine pursuant to a plan of distribution adopted by it. The dissolution shall proceed pursuant to the requirements of the Illinois General Not For Profit Corporation Act of 1986 as in effect at the time of adoption of these Bylaws or as amended from time to time.

ARTICLE 13: AMENDMENTS

Section 13.1. Authority. These Bylaws may be altered, amended or repealed and new bylaws may be adopted provided that the resulting Bylaws are consistent with the law and the Articles of Incorporation.

Section 13.2. Procedure.

(a) An amendment to these Bylaws may be proposed by any director.

(b) The affirmative vote of two-thirds (2/3) of the currently seated directors present at a meeting of the Board of Directors at which a quorum is present shall cause a properly proposed amendment to be approved.

(c) Amendments to these Bylaws shall become effective immediately upon approval, unless otherwise stated in the amendment. Amendments shall be posted on the ABMGG web site within ninety (90) days after approval.

Constituting a merger of the 1980 Constitution and Bylaws into a single document with certain revisions. Approved by the Board of Directors on March 4, 1986 and ratified by the members June 1986
Third edition ratified by the members December 15, 1992
Fourth edition approved by the Board of Directors September 6, 1996
Fifth edition approved by the Board of Directors July 8, 2004 and ratified by the members October 21, 2004
Additional changes made November 2, 2004
Revised and approved by the Board of Directors March 16, 2005
Revised and approved by the Board of Directors, March 22, 2006
Sixth edition approved by the Board of Directors June 14, 2007
Seventh edition approved by the Board of Directors February 15, 2008
Eighth edition approved by the Board of Directors November 2, 2010
Ninth edition approved by the Board of Directors March 26, 2012
Tenth edition approved by the Board of Directors May 14, 2013

Restated Bylaws approved by the Board of Directors: October 5, 2015