

Charter and rules for the International Society for HDX-MS
A non-profit Society based on Danish Law for non-profit societies

§ 1. Name and registered office

The name of the organization is The International Society for HDX-MS (IS-HDXMS). The Society was established on May 1st, 2018 and functions as a non-profit organization. The Society is currently registered in Denmark as a non-profit organization.

§ 2. Aims of the Society

The overarching aim of the Society is to support the International Conference on HDX-MS (IC-HDXMS) by providing a responsible legal entity for organizing the conference. Like the IC-HDXMS, the Society seeks to unite users of HDX-MS from academia, industry, and instrument vendor companies, support the HDX-MS scientific community in the sharing of both published and unpublished scientific research and best practices, and engage and support community activities. We believe this to be critical to the continued development of the HDX-MS field. As a central principle, the Society functions with full transparency for all members and through democratic principles based on Danish Law for non-profit societies.

§ 3. Performance of the Society

The Board carries out the internal and external interests of the Society while ensuring that the performance of the Society is justifiable and according to law. The Board shall ensure transparency concerning the budgeting and administration of the Society in accordance with the rules in force.

§ 4. Terms of membership and exclusion

4.1. All members contribute jointly to the working of the Society in relation to its purpose.

4.2. Membership in the Society begins when the membership fee is paid. The Board invites members and can exclude members if deemed absolutely necessary for continuing the activities of the Society. In cases of exclusion, the excluded member has the right to present their membership case to the next General Assembly to be voted on. Resignations of membership take place by a written request to the Secretary of the Board. Membership fee is non-refundable.

4.3. Membership in the Society shall be granted exclusively to individuals who have paid their dues for the current term. Individuals may join the Society at any time. Regardless of the time of registration, the membership period runs from the commencement of IC-HDXMS until the commencement of the subsequent conference.

§ 5. Membership fee

The membership fee for the upcoming membership period shall be recommended by the Board and approved by the General Assembly as an item of business. Dues shall be collected in a time and manner directed by the Board.

§ 6. Board of the Society

The supreme authority of the Society are the members of the Board. To ensure continuation and consistency in organizing the IC-HDXMS, the Board will participate in the organization of each IC-HDXMS together with the conference chair(s), who are appointed by the Board.

§ 7. Conference and General Assembly

7.1 Each IC-HDXMS will make use of the Society web-page and logo.

7.2 Each IC-HDXMS shall have a General Assembly and Workshop(s) in addition to a regular scientific program. The General Assembly and the Workshop(s) will be planned by the Board and driven in large part by contributions from members of the HDX-MS community.

7.3. The workshop(s):

- Will aim to allow an open, casual and unimpeded discussion of current HDX-MS practice, instrumentation, software and technique.
- Will have moderators not employed by a vendor that are selected by the Board.
- Will not show any undue favor or give undue preference to any particular sponsor

7.4. The General Assembly:

The Chair shall convene a General Assembly that shall take place during the IC-HDXMS. All members shall be notified of the General Assembly and sent an agenda two weeks in advance.

7.5. All members may participate and vote at the General Assembly, either in person or by proxy. Each member has one vote. The General Assembly makes its decisions by majority vote, unless specified otherwise in this Charter. Requests for proxy voting must be forwarded to the Secretary at least three days in advance of the General Assembly.

7.6. The Chair of the Board shall chair/moderate the General Assembly, in such a manner that all members of the Society have the right to be heard and exert their due influence on decisions made. If the Chair is up for re-election, a new moderator of the General Assembly must be chosen by the General Assembly as first order of business. The Secretary will serve as minute taker of the meeting. The minutes are used as documentation of decisions made and the outcome of elections to the Board. The minutes shall be made available to any member upon request. In the event of a tie vote, the moderator of the General Assembly shall decide the matter

7.7. General assembly agenda must contain:

- Selection of one or more persons responsible for counting votes
- Election of Board members
- Report of the Board
- Financial report of the Society
- Approval of the budget
- Submitted proposals
- Election of the new Board
- Approval of the membership fee

- Other items of business may be brought forth by the membership of the General Assembly
- The minutes are signed by the Chair and Secretary

7.8. The General Assembly shall elect persons to fill any vacancies on the Board totaling six members as described in §8. Each member of the General Assembly may cast one vote per vacancy and no more than one vote may be cast per candidate. The Secretary shall invite members to nominate themselves for the Board not less than four weeks before the next General Assembly. The Secretary shall provide the names and information about each Board candidate to all members of the Society not less than two weeks before the election. Following election to the Board, open offices within the Board will be assigned internally by the Board by consensus. If a consensus cannot be reached by the Board on a given office, then the office in question will be assigned by a majority vote at the General Assembly. In the event of a tied vote in election of members to the Board, the moderator shall decide the election using a random draw between the tied nominees.

7.9. An Extraordinary General Assembly will be held only if particular decisions are to be taken that only the General Assembly may enact and which cannot wait for the next General Assembly. An Extraordinary General Assembly shall follow the procedures established by 7.4-7.6. The deadline for convening the extraordinary General Assembly is four weeks in advance and will be held online. An Extraordinary General Assembly shall also be convened following the submission of a written request signed by no less than six members of the Society. The request must be submitted to the Board.

§ 8. The composition of the Board

8.1. The Board of the Society consists of a Chair, Vice-Chair, Treasurer, Secretary, and two additional members. Additionally, the Board may appoint non-voting members as needed to operate. The Board forms the Organizing Committee of the upcoming IC-HDXMS, at least one conference chair host of the upcoming IC-HDXMS must also be a Board member, either by appointment or election.

8.2. To ensure continuity, the terms of the Chair and Vice-Chair shall expire after the second General Assembly that follows their appointments. All other Board members are elected at each General Assembly. The terms of outgoing Board members shall expire 90 days after the General Assembly.

8.3. A Board member may be removed by a unanimous vote of all other Board members, as stipulated herein, or by voluntary retirement.

8.4. A quorum shall consist of at least three voting members and must include either the Chair or Vice-Chair.

§ 9. The Board's tasks and duties

9.1. The Board forms the Organizing Committee for the upcoming IC-HDXMS, manages the Society's bank accounts, and oversees the Society's business operations. The Chair ensures that the Board convenes as necessary, adhering to established rules and procedures unless an exception is stipulated. The Board's meetings are private, but others may be invited as deemed necessary by the Board for business operations. Any Board member has the authority to convene the Board.

9.2. All Board members hold the right to attend, participate, and voice their opinions at Board meetings. The minutes of the meetings shall be approved by all Board members in attendance and are then circulated among all Board members. Dissenting viewpoints, shall be documented in the meeting minutes upon request.

9.3. The Chair presides over Board meetings, according to the Society's Charter, and also acts as the General Assembly's de facto moderator. Other duties include overseeing other officers' duties, oversight of the Society's funds, transmitting meeting notifications and Society communications, executing Society contracts, approving financial transactions jointly with the Treasurer, replacing any retired officer's functions until the office has been filled, and preparing/presenting a Board activities report at the General Assembly. In the event of a tie in voting by the Board the Chair shall decide the matter.

9.4. The Vice-Chair is responsible for supporting online activities of the Society and Society websites, in accordance with operating procedures established by the Board. In the Chair's temporary absence, the Vice-Chair becomes the Interim Chair until the Chair returns. Should the Chair retire or be removed from office, the Vice-Chair fully assumes those duties and responsibilities for the remainder of the term. Should the Vice-Chair retire or be removed from office, an interim Vice-Chair will be appointed by the Board from the other elected members of the Board to serve until the next General Assembly where the office will be open for election.

9.5. The Secretary serves as clerk at the Board meetings, recording votes, and minutes. The Secretary maintains Society records and documents. Further, the Secretary will ensure that all Society rolls are kept up to date and available to the Board. If the Secretary is absent, another member of the Board may serve as interim secretary. The Secretary administers proxy voting in General Assemblies and Extraordinary General Assemblies.

9.6. The Treasurer manages the Society's funds, deposits, transfers, and ensures the payment of Society bills and debts. Other duties of the Treasurer include preparing, presenting, and maintaining the Society's annual financial reports, administering the collection of Society membership dues, and reconciling expenditures and reimbursements. The Chair and Treasurer must jointly approve financial transactions.

9.7. Officers of the Board may delegate tasks as needed to individuals or groups of individuals both internal and external to IS-HDXMS according to operating procedures established by the current IS-HDXMS Board with the following exceptions: the Chair cannot simultaneously serve as the Society's Treasurer, and members appointed to or consulted by the Board cannot vote unless dually holding the office of Chair, Vice-Chair, Treasurer, Secretary, or elected Board member, as stipulated herein.

§ 10 Society's accounts and finances

10.1 The Society obtains funding through the collection of membership dues, fees charged for conference attendance, and from grants and sponsorships. The budget for future activities of the Society shall be approved by the General Assembly. The Board directs the expenditure of funds in accordance with the budget and manages the accounts of the Society in a manner that complies with Danish law. No later than two months after the end of the budget cycle, the Treasurer of the Board shall submit an audit of the Society accounts to the Board for approval.

10.2. All financial transactions of the Society shall occur through one or more accounts managed at one or more banks in Denmark. Cost for the activities of the Society shall be managed by the Board through the Society's accounts. All financial transactions require the approval of the Chair and Treasurer.

10.3. Without approval from the General Assembly, the Board may authorize additional expenses up to 20% of the budget to address unanticipated contingencies. These expenses shall be reported at the General Assembly.

§ 11. Authority to sign documents

The Chair or interim Chair has the authority to sign contracts and agreements. The Chair or interim Chair and Treasurer shall sign jointly for deposits and payments.

§ 12. Modification of charter

Adoption of charter amendments or other charter modifications shall require a vote of two thirds of a General Assembly or Extraordinary General Assembly.

§ 13. Termination of the organization

13.1. The termination of the Society shall require a vote of two thirds at a General Assembly or Extraordinary General Assembly. Following the approval of termination of the Society, the Board shall nominate three non-profit scientific societies to receive residual Society funds. The single recipient of the funds shall be determined by a majority vote of the General Assembly or Extraordinary General Assembly that approved the termination. Immediately following the approval of termination, the terms of all Board members shall be extended for 180 days.

13.2. The Board shall work in good faith to make termination of the Society effective no later than 180 days following the approval of termination in a manner compliant with Danish law. During this period of time, the charter will remain valid and the Board shall retain all powers described in the charter. The Board shall work in good faith to discontinue all Society activities, settle all financial obligations, audit and close accounts, and transfer all remaining Society funds to the approved recipient.