BY-LAWS

OF

THE ARAB SOCIETY OF GENETICS COUNSELORS

Article 1.

Corporation

Section 1.01 Name. The name of the corporation is the Arab Society of Genetic Counselors (ASGC).

Section 1.02 Location. The corporation shall have its principal place of operation in Birmingham, Michigan, and may have other places of operation as the Board of Directors may determine from time to time.

Section 1.03 Purposes. The primary purpose of the corporation, as set forth in the Articles of Incorporation, is educational. The corporation advocates for the needs of Arab patients by raising awareness, creating resources, and promoting networking among genetic professionals in order to reduce health disparities. The goals of the corporation are to: 1) Extend information, support, and education on genetic concepts, genetic counseling, and genetic services to Arab populations globally; 2) Promote networking, collaboration, and professional development among genetic counselors and other genetic professionals who are serving, or interested to serve, Arab patients; 3) Increase visibility and reach of the genetic counseling profession within regions of high concentrations of Arab populations including North America, the Middle East, North Africa, and other countries in order to extend services to underserved individuals.

Section 1.04 Governing Instruments. The corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 1.05 Nonprofit Operation. The corporation may engage in any activity in connection with the above-stated purposes for which a nonprofit corporation may be organized under the Michigan Nonprofit Corporation Act of 1982. The corporation has not been formed for pecuniary profit or gain. No part of the net earnings of the corporation will inure to the benefit of or be distributable to its officers, directors, members, or other private persons. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation and bylaws.

Section 1.06 Limitations on Activities. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax law.

Article 2.

Membership

Section 2.01 Types of membership. The corporation shall have the following three types of membership, and such additional categories as may be established by the Board of Directors:

A. Full members. Full membership is granted to any genetic counselor regardless of geographical location. A genetic counselor is defined as a Masters-level trained health professional with specialization in the field of genetic counseling. The definition and training of a genetic counselor varies by country, type of training available, certification, and licensure status (if applicable). Full members are eligible to serve on the Board of Directors, be elected officers, and/or serve on or chair committees. To serve on the Board of Directors, a full member must be a fully trained genetic counselor who is either 1) Proficient in the Arabic language; and/or 2) Currently working in an Arab country or serving Arab patients.

B. Associate members. Associate membership is granted to any healthcare professional with an interest in genetics who shares the Purposes of the ASGC, as stated above. Interested individuals may submit an application and upon review by the relevant officer(s), associate membership may either be granted or denied. Associate members are eligible to serve on one or more committees, and may be elected into associate/assistant officer positions, but are not eligible to serve on the Board of Directors.

C. Student members. Student membership is granted to any student enrolled in a genetic counseling program, or a related program in healthcare and/or genetics, who is interested in genetic counseling outreach and shares the Purposes of the ASGC. Interested students may submit an application and upon review by the relevant officer(s), student membership may either be granted or denied. Student members are eligible to serve on one or more committees, but are not eligible to be elected officers or serve on the Board of Directors.

Section 2.02 Membership dues. It was decided by the first elected officers of the ASGC not to initiate membership dues at the inception of the ASGC. However, subsequent appointed officers of the ASGC may elect in the future to establish membership dues in the ASGC as operating costs increase. Once established, failure to pay membership dues will result in exclusion from benefits of ASGC membership.

Section 2.03 Membership Directory. A directory of ASGC members will be maintained and updated in a database managed by the ASGC Secretary and coordinated by the Chair of the Membership Committee. Members will be responsible for notifying the ASGC of changes in contact address or place of employment. The Secretary will ensure that an updated directory of ASGC members is available to members when the ASGC calls for nominations to its Board of Directors. Every effort shall be made to keep information supplied to the ASGC directory confidential and private. The directory may be utilized to make special announcements such as job vacancies, student research projects, or other purposes as approved by a majority vote of the officers and Board of Directors.

Section 2.04 Genetic Counselors public directory. Full members of the ASGC may sign up to be part of a public directory posted on the corporation's website: www.asgcsociety.org. The purpose of the public directory is to provide Arab patients, genetic counselors, medical providers and other genetic professionals with access to a list of uniquely trained individuals in order to increase access. The criteria for inclusion on the directory is any fully trained genetic counselor who is 1) Proficient in the Arabic language; and/or 2) Currently working in an Arab country or serving Arab patients. Each interested genetic counselor must sign a consent form to ensure they understand that their information will be made public on the website.

Section 2.05 Withdrawal and Expulsion. Any member of the corporation may withdraw from membership by delivering a written resignation to the Secretary. A member may be expelled for violation of any of these Bylaws or any rules of the corporation, or for conduct prejudicial to the best interests of the corporation. Verbal abuse, misconduct, mistreatment of other members, officers, or Board of Directors, or a conduct that is considered unprofessional may lead to immediate expulsion of the member. Suspension or expulsion shall be by a majority vote of the Board of Directors, provided that a statement of the reasons therefore shall have been delivered by electronic mail to the member at the member's last recorded address.

Section 2.06 Meeting of the Membership.

A.. Annual ASGC Membership Meeting

A meeting of the members shall be held each calendar year, as fiscally possible, at a date as shall be designated by the Officers and the Education Committee. Notification of the meeting shall be made electronically no later than 30 days prior to the meeting.

B.. Special Meetings

Special meetings of the membership may be convened with the approval of the ASGC Officers. Electronic notice of such meeting shall be given to the general membership not less than 7 days prior to the meeting date.

Article 3.

Directors

Section 3.01 Powers and Duties. The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least quarterly.

Section 3.02 Number and selection of directors. The Board of Directors shall consist of the elected officers including the President, Secretary, Treasurer, committee chairs, and other members as the Board of Directors shall from time to time determine. For provisions for the election of the officers and terms, refer to Section 4.02.

Section 3.03 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. If less than a quorum of the directors appears for such an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

Section 3.04 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 3.05 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office for at least 2 years, or until the next annual meeting of the Board, and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

Section 3.06 Notice of Meetings. Written notice of the time and place of all meetings of the Board shall be given to each director at least three (3) days before the day of the meeting. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

Section 3.07 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 3.08 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 3.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 3.10 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 3.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 3.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 3.13 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.14 Compensation. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 6.1 nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

Article 4.

Officers

Section 4.01 Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and one or more Committee Chairs. There may also be additional officers as the Board of Directors deems appropriate.

Section 4.02 Election of Officers and terms of office. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of two years, as long as they are performing their assigned responsibilities, and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article 4. The same person may hold more than one office, except that the same person may not be both President and Secretary. Officers shall be eligible for re-election but may not occupy the same office position for 2 consecutive terms. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 4.03 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board via majority vote of the remaining directors. An officer elected by the Board of Directors to fill a vacancy shall serve for the remaining portion of the term

Section 4.04 Powers and Duties of the President. The President, who shall be a member of the Board of Directors, shall serve as Chairperson of the Board and shall be the chief executive officer of the corporation and shall preside at all meetings of the members and of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have the general powers of supervision and management usually vested in the chief executive officer of a corporation. The President shall also have the general powers of supervision and management over the day-to-day operations of the corporation.

Section 4.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 4.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation’s receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 4.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or Officers or to any Director or Directors.

Section 4.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 4.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 5.

Committees

Section 5.01 Committees. Standing committees include the Education Committee, the Media Committee, and the Membership Committee. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.

Section 5.02 Committees of Directors. The Board of Directors, by written resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; fixing the compensation of the Directors for serving on the Board or on a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the director by law.

Article 6.

Bank Accounts, Checks, and Contracts

Section 6.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness. Expenditures over $250 must be approved by a majority vote of the Board of Directors.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the

Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.04 Contributions and gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Article 7.

Indemnification

Section 7.01 Indemnity Under Law. Each person who is or was a director or officer of the corporation shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Article 8.

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

Article 9.

Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 10.

Severability

Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

These Bylaws were adopted at a meeting of the Board of Directors of Arab Society of Genetic Counselors (ASGC) on **May 21st, 2023.**

Rawan Awwad, MS, CGC
President

Batool Elbassiouny, MS
Secretary

Dina Alaeddin, MS, CGC
Treasurer

Nour Chanouha, MS, CGC
Chair, Education Committee

Lea Abed, MS
Chair, Media Committee

Tamam Khalaf, MS
Chair, Membership Committee