

**Bylaws  
of the  
INTERNATIONAL SOCIETY FOR  
BIOLOGICAL THERAPY OF CANCER, INC.**

(Amended and Restated November 11, 2005)

Revised, 11/30/99; Revised, 12/3/99 (caz); Collective Edits 12/29/99; Revised 1/5/00; Revised 6/12/00; Revised and Restated 11/09/02; Revised and restated 11/04/04, Revised and restated 11/11/05.

**ARTICLE I  
Identification**

1.1 Name and Organization. The name of the corporation is the “International Society for Biological Therapy of Cancer, Inc.” (hereinafter referred to as the “Society”). The Society shall sometimes also hereinafter be referred to as “SBT” in the conduct of its affairs. The Corporation is a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes.

1.2 Principal and Business Offices. The Society may have such principal and other business offices as the Board of Directors may designate. The current principal offices are located at 611 East Wells Street, Milwaukee, Wisconsin 53202.

1.3 Registered Agent. The Society shall maintain a registered agent as required by the Wisconsin Nonstock Corporation Law whose address may be, but need not be, identical with the principal office of the Society. The name and address of the registered agent may be changed from time to time by the Board of Directors.

1.4 Records. The Board of Directors may keep the books of the Society in such place or places as they may from time to time determine in accordance with section 181.1601 of the Wisconsin Statutes.

**ARTICLE II  
Purposes and Powers**

2.1 Purposes. The Society is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code (as defined in Section 13.4, below). a not-for-profit organization. The Society’s purpose and mission are to (1) bring together those individuals actively involved in the preclinical and clinical investigation of biological agents in the treatment of cancer; (2) develop and promote educational programs, including an annual meeting and other meetings, which advance and promote the Society’s purpose and mission; (3) develop and promote training and credentialing programs in biological treatment of cancer; (4) maintain and promote with other scholarly societies and organizations for the purpose of advancing and promoting the Society’s purpose and mission; (5) conduct clinical trials with biological agents in the treatment of cancer and support and cooperate with consortia and alliances with other organizations conducting same; and (6) engage in such other educational, training and informational activities as will further or promote the Society’s purpose and mission.

2.2 Powers. The Society shall possess and be permitted to exercise all powers in connection with its purposes as are authorized by Chapter 181 of the Wisconsin Statutes and which are not inconsistent with 501(c)(3) status.

2.3 Prohibited Practices. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its officers or directors or other private persons. However, the Society shall be authorized and empowered to pay reasonable compensation for services rendered (other than to an officer or director regardless of the capacity in which such individual may render such services) and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 of these Bylaws. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws or the Society’s Articles of Incorporation, the

Society shall exercise only those powers or engage in or carry on only those activities permitted to be exercised, engaged in or carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code and by a corporation, contributions to which are deductible under 170(c)(2) of the Code.

2.4 Funds. The Society may seek gifts, contributions, donations, and bequests for the purposes of the Society and all funds received by the Society shall be dedicated to and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by the Society in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the Society. Donors may contribute to the Society by making checks payable to the Society, endorsing securities to the order of Society, naming the Society in deeds or other instruments of title, or by otherwise naming or identifying the Society in an instrument of transfer or conveyance at the time of contribution.

2.5 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Society shall make its services and activities available to the community which it serves regardless of race, color, creed, gender, sexual orientation or national origin.

### **ARTICLE III** **Members**

3.1 Status of Membership. Membership in the Society is a privilege, not a right, and is dependent on the applicant adequately demonstrating compliance with the requirements for membership as defined in these Bylaws and otherwise by the Board of Directors of the Society.

3.2 Classes of Membership. The Society shall consist of eight (8) classes of members: Fellow, Regular, Emeritus, Honorary, Associate, Affiliate, Student and Corporate.

3.3 Eligibility for Membership.

(a) Fellow membership shall be open to those individuals who:

- (1) have an MD or PhD in a biological science or the equivalent;
- (2) have conducted at least five (5) years of meritorious research that has resulted in at least ten (10) cited publications authored by such individual in peer-reviewed scientific journals clearly related to the biological therapy of cancer;
- (3) are active, bona fide representatives of the international scientific community with a specialty or interest in a field related to biological therapy of cancer; and
- (4) have been a member of any class, current in dues, for at least two (2) years.

Fellow members shall have full membership rights and privileges, including, without limitation, the right to vote and serve as officers and on the Board of Directors of the Society.

(b) Regular membership shall be open to those individuals who:

- (1) have an MD or PhD in a biological science or the equivalent; and
- (2) are active, bona fide representatives of the international scientific community with a specialty or interest in a field related to biological therapy of cancer.

Regular members shall have full membership rights and privileges, including, without limitation, the right to vote, but they may not hold office or serve on the Board of Directors of the Society.

- (c) Emeritus membership shall be open to those individuals who have attained the age of 65 years and have been Fellow or Regular members for 10 years or longer. Under circumstances deemed appropriate by the Board of Directors, the requirement of an age of 65 years for transfer to Emeritus status may be waived. Emeritus members shall retain all rights and privileges of active membership, including voting rights, except that Emeritus members may not hold office or serve on the Board of Directors. Emeritus members shall be exempt from payment of dues but shall not, however, receive a free subscription to the Journal (as defined in Section 13.3, below).
- (d) Honorary membership shall be open to those distinguished scientists or others who have contributed significantly to the biologic therapy of cancer. Honorary members shall be exempt from payment of dues and shall *not* receive a free subscription to the Journal. Honorary members shall have the right to attend all meetings open to other classes of membership of the Society and to participate in such scientific discussions and activities as are open to other classes of membership. Honorary members shall not, however, have voting rights and may not hold office or serve on the Board of Directors.
- (e) Associate membership shall be open to those individuals with bachelors, masters, or RN degrees with a demonstrated interest in biological therapy of cancer and shall include, for instance, nurses, trainees, and other scientific personnel involved in biological therapy of cancer. Associate members may attend all meetings open to other classes of membership and to participate in such scientific discussions and activities as are open to other classes of membership. Associate members shall not have voting rights and may not hold office or serve on the Board of Directors.
- (f) Affiliate membership shall be open to those individuals active or otherwise interested in the biological therapy of cancer but who do not otherwise meet the requirements for Fellow, Regular or Associate membership. Affiliate members shall not have voting rights and may not hold office or serve on the Board of Directors.
- (g) Scientist in Training (Student) membership shall be open to those individuals who enrolled in academic programs awarding, and are candidates for, M.D. or Ph.D degrees, with a demonstrated interest in biological therapy of cancer. In order to be eligible for this class of membership, such individual must provide to the Society a letter of recommendation and proof of enrollment/training status from a training or program director for the program in which such individual is enrolled. *In addition*, Scientist in Training (Student) membership shall also be open to individuals who are participating in post-doctoral fellowships and residency programs. Scientist in Training (Student) members may attend all meetings open to other classes of membership and to participate in such scientific discussions and activities as are open to other classes of membership. Scientist in Training (Student) members shall not have voting rights and may not hold office or serve on the Board of Directors.
- (h) Corporate membership shall be available to for-profit and not-for-profit entities active in the discovery and translation of biological agents used, or that might be used, in cancer therapy. A Corporate member shall pay dues and have voting rights to the extent of one vote for such entity; provided, however, that nothing herein shall adversely effect the membership rights of any individual member of the Society of any class who is employed by or otherwise affiliated with such Corporate member. A Corporate member is not intended to be a substitution for individual membership for scientists or other individuals employed by or affiliated with such entity who otherwise would be appropriate for membership of another class in the Society. A Corporate member shall not be eligible to hold office or serve on the Board of Directors of the Society.

Memberships may be transferred from one class to another by action of the Board of Directors.

3.4 Application Process. Applicants for Fellow, Regular, Associate, Affiliate and Corporate

membership must be nominated by:

- (a) a member who is a Fellow of the Society; or
- (b) two (2) individuals familiar with such applicant who are qualified to evaluate such applicant's qualifications for membership in the Society and to make a recommendation regarding same

and recommended to the Board of Directors by a two-thirds (2/3) vote of the Membership Committee (as defined in Article VII, below). Applicants so recommended for membership must be approved for such membership by the Board of Directors, which determination by the Board of Directors shall be final in its sole discretion and nonappealable. As a condition of membership, each member of the Society shall be required to maintain a current electronic mail address which such members shall check with regularity, such electronic mail address to be communicated by such member to the Society at the time of application. Members shall promptly communicate to the Society any changes of address, telephone number and electronic e-mail address during such member's term of membership in order that the Society's membership records can be kept current with respect to such information.

3.5 Membership Dues. The dues for Fellow, Regular, Associate, Affiliate, Scientist in Training (Student) and Corporate members shall be as determined by the Board of Directors from time to time. Such dues will include a subscription to the Journal.

3.6 Voting Rights. Fellow, Regular, Emeritus and Corporate (to the extent provided in Section 3.3(f), above) Members in good standing shall be entitled to vote on all matters to be voted on by members of the Society, including, without limitation, electing officers and directors of the Society as provided herein. Any matter to be decided by a vote of the members shall, except as otherwise provided herein or in Chapter 181 of the Wisconsin Statutes, be decided by majority vote of members present in person or by proxy at a meeting of the members. Honorary, Affiliate and Associate members of the Society shall not have voting rights.

3.7 Termination of Membership. Membership in any class shall cease upon (a) death; (b) written notice from a member of termination of his, her or its membership; (c) failure to fulfill requirements of membership imposed by the Bylaws or otherwise by the Board of Directors of the Society, including failure to pay membership dues, if any; (d) ceasing to meet the eligibility requirements for such class of membership as set forth in the Bylaws or otherwise; or (d) suspension or expulsion by the Board of Directors.

3.8 Transfer of Membership. Membership in the Society is not transferable or assignable by the member.

3.9 Annual Meeting. An annual scientific and business meeting of the members shall be held each year. The business portion of such annual meeting shall include the election of members of Board of Directors and the officers of the Society (unless such election has previously been conducted for such year by written ballot in accordance with these Bylaws and applicable law) and the transaction of such other business as may come before the meeting. The place, date and time of such meeting (and of all component meetings and events thereof) and the agenda of business to be conducted thereat, shall be determined by the Board of Directors.

3.10 Special Meetings. Special meetings of the members may be called by (a) the President; (b) the Board of Directors; or (c) the President or the Secretary of the Society upon written request of not less than forty (40) members having voting rights. Upon delivery to the President or Secretary of a written request pursuant to (c), above, stating the purpose(s) of the requested meeting, dated and signed by the persons entitled to request such meeting, the President or Secretary, as the case may be, shall give, within fifteen (15) days after such delivery, notice of such meeting to the members of the Society.

3.11 Notice of Meetings. Written or printed notice stating the place (which may be within or without the state of Wisconsin), day and hour of any meeting of members shall be signed by the President or Secretary of the Society and shall be delivered either personally, by first class mail or by electronic means (e.g., e-mail), to each member entitled to vote at such meeting, not less than thirty (30) days nor more than fifty (50) days before the date of such meeting. In case of a special meeting or when otherwise required by statute or by these Bylaws, such notice

shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Society, with postage thereon prepaid. If sent by electronic means, the notice of meeting shall be deemed delivered on the date such notice is transmitted by the sender unless the sender receives notice that such notice was not successfully transmitted. Any rules governing the submission, selection and presentation of papers at the scientific portion of an annual meeting of members as may be established by the Board of Directors from time to time shall be announced in the notice of such annual meeting.

3.12 Action by Members Without A Meeting.

(a) Action by Written Ballot. Any action that may be taken at a meeting of the members may be taken if the Society delivers a written ballot to every member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:

- (1) the number of responses required to meet the quorum requirements;
- (2) the percentage of approvals necessary to approve each matter other than the election of directors; and
- (3) the time by which a ballot must be received by the Society in order to be counted.

A written ballot may not be revoked.

(b) Action by Written Consent. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less fifty percent (50%) of the members entitled to vote with respect to the subject matter thereof; provided, however, that if the vote of a greater proportion of such members is required under applicable law for such action, the vote of such greater proportion shall be required hereunder.

Any written ballot or resolution pursuant to this subsection shall be transmitted by U.S. Mail or electronic means (e.g., e-mail) to all members entitled to vote thereon and such members shall be able to vote with respect to such ballot or resolution in writing or by transmitting such vote back to the sender by electronic means. In the event of any ballot or resolution sent by electronic means, the sender shall request a return receipt from each recipient and shall maintain a copy of such return receipt. If the sender does not receive such return receipt within a reasonable period of time, the sender shall re-send the message transmitting such resolution or use other means to ensure delivery of such resolution, which shall be considered conclusive evidence of the receipt of such ballot or resolution by such member. After the vote on such ballot or resolution is tabulated, all members of the Society entitled to vote thereon, including those members who did not vote thereon, shall be notified of the results of such vote. Records or any action taken by written or electronic consent as described in this subsection shall be made a part of the Society's corporate record book.

3.13 Quorum. The presence in person or by proxy of not less than members entitled to cast twenty percent (20%) of the total number of votes entitled to be cast shall constitute a quorum for the transaction of

business at any meeting of members. If a quorum is not present at such meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

3.14 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.15 Disciplinary Process. The Board of Directors may establish from time to time such rules or policies with respect to the ethical conduct of its members, including without limitation, procedures and policies for the discipline of its members in the event of a breach of any such rules or policies.

#### **ARTICLE IV** **Board of Directors**

4.1 Number of Directors/Composition of the Board. The Board of Directors of the Society shall consist of fourteen (14) directors, twelve (12) of such directors to be elected voting directors (such elected voting directors to consist of nine (9) at-large directors and three (3) officer-directors, as defined in sub. (b), below), and two (2) of such directors to be ex-officio members without voting rights. Only at-large directors and officer-directors shall have voting rights as directors of the Society.

- (a) Elected "At-Large" Directors. Nine (9) elected at-large directors shall be elected by members of the Society entitled to vote as directors. Each such at-large director shall serve a term of three (3) years, such terms to be staggered so that the terms of three at-large directors expire each year. At-large directors may not be reelected to consecutive terms as such; provided, however, that a person previously serving as an at-large director may again be elected as an at-large director not less than two (2) years after the expiration of the preceding term as an at-large director; and provided, further, that an at-large director filling a vacancy shall be eligible for election to a subsequent full three (3) year term. An at-large director may be nominated and elected as an officer-director. Only Fellow members who have attended at least two (2) of the the last three (3) annual meetings of the Society shall be eligible to be elected as at-large directors. To assure international scope and purpose of the Society, it is the Society's intent to use its best efforts to promote broad representation on the Board of Directors from the Americas as well as Europe, Asia, Africa, and Australia.
- (b) Officer-Directors. The President, the Vice- President (President-Elect), the Secretary-Treasurer of the Society shall also be directors of the Society and their respective terms of office as officer-directors shall be coterminus with their terms of office as officers as described in Sections 6.1 and 6.2, below.
- (c) Ex-Officio Members. The Immediate Past-President of the Society and the Editor of the Journal shall be ex-officio members of the Board of Directors. Ex-officio members of the Board of Directors shall have the right to participate in discussions and activities of the Board of Directors but shall not have voting rights as directors; provided, however, that Immediate Past-President shall be entitled to vote in order to break any tie vote of the Board of Directors.

Each director shall serve in office until his or her successor is duly elected or until his or her prior death, resignation or removal.

4.2 Powers and Duties of the Board. The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Society, subject only to limitations set forth in the Society's Articles of Incorporation and these Bylaws.

4.3 Manner of Election to the Board. At least two hundred seventy (270) days prior to each annual meeting of members the Society, the Board of Directors shall nominate at least six (6) candidates for election of

three (3) at-large directors to the Board of Directors. Other candidates may be nominated by written petition of the not less than ten (10) Fellow or Regular members so long as such petition is received by the Secretary of the Society not less than three hundred (300) days prior to the date of the annual meeting of members of the Society. The three (3) candidates receiving the largest number of votes for election at the annual meeting of members shall be elected as at-large directors of the Society. In the event that an at-large director is elected as an officer of the Society at such annual meeting of members, the at-large director vacancy created by such election shall be filled by the candidate receiving the next largest number of votes for election as an at-large director at such annual meeting of members, such person to serve for the unexpired portion of the term of the at-large director creating such vacancy.

4.4 Resignation/Removal. Any director may resign from the Board of Directors at any time by giving written notice to the President of the Society. Any director may be removed from the Board of Directors by two-thirds (2/3) vote of the Board of Directors.

4.5 Vacancies. In case of any vacancy in the membership of the Board of Directors, except in the case of a vacancy occurring on account of an at-large director being elected as an officer of the Society as described in Section 4.3, above (in which event the filling of such vacancy shall occur as provided in said Section 4.3), the Nominating Committee (as defined in Article VII, below), shall, as soon as practicable after such vacancy occurs, recommend to the Board of Directors for its approval of a successor to hold office for the unexpired portion of the term of the director whose place is vacant. Each successor director shall serve in office until his or her successor is duly elected or until his or her prior death, resignation or removal.

4.6 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Wisconsin as they may from time to time determine.

4.7 Annual Meeting. The annual meetings of the Board of Directors for the transaction of such business as may properly come before the Board at such meetings shall be held at the offices of the Corporation or at such other place as the President of the Society may lawfully designate, as nearly as practicable to the date and time of the annual meeting of members of the Society or otherwise at such time and on such day in each year as the President of the Society shall designate in the notice thereof pursuant to Section 4.9, below.

4.8 Special Meetings. Special meetings of the Board of Directors may be scheduled and convened at any time by the President of the Society, pursuant to proper written notice to directors, or requested at any time by any four (4) directors having voting rights on the Board of Directors, by written request delivered to the President, designating the time and place for such meeting to be held and stating the purpose for such meeting or the items to be considered. In the event the President fails, neglects or refuses to distribute, or cause the Secretary to distribute, proper notice of a special meeting requested by any four (4) directors, the directors requesting the meeting may schedule or convene such meeting by proper notice to all directors then in office.

4.9 Notice. The President or the Secretary of the Society shall give notice of each annual and special meeting by mailing or transmitting by facsimile or other electronic means (e.g., e-mail) the notice at least seven (7) days before any meeting of the Board of Directors to each director; such notice may be waived by any director. If sent by facsimile or electronic means, the notice of meeting shall be deemed delivered on the date such notice is transmitted by the sender unless the sender receives notice that such notice was not successfully transmitted. Neither the business to be transacted nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all of the directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

4.10 Quorum. At any meeting of the Board of Directors, a majority of the number of directors then in office and entitled to vote at meetings thereof shall constitute a quorum for the transaction of any business of the Board of Directors. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for any annual or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement at the meeting until the requisite number of directors to constitute a quorum shall attend.

4.11 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is

present shall be the act of the Board of Directors unless the act of a greater number is required by law or the Society's Articles of Incorporation or these Bylaws.

4.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Any resolution or other action pursuant to this subsection shall be transmitted by U.S. Mail, facsimile or electronic means (e.g., e-mail) to all directors, who shall be able to vote with respect to such resolution or other action in writing or by transmitting such vote back to the sender by facsimile or electronic means. In the event of any resolution or other action sent by electronic means, the sender shall request a return receipt from each recipient and shall maintain a copy of such return receipt. After the vote on such resolution or other action is tabulated, all directors shall be notified of the results of such vote. Records or any action taken by written, facsimile or electronic consent as described in this subsection shall be made a part of the Society's corporate record book.

4.13 Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

4.14 Conduct of Board Meetings. The rules contained in Robert's Rules of Order shall govern the conduct of all business meetings of the Board of Directors, except to the extent inconsistent with these Bylaws of other rules of the Society.

## **ARTICLE V**

### **Executive Council**

5.1 Composition. The Executive Council shall consist of (a) the Immediate Past-President of the Society; (b) all other Past Presidents of the Society; and (c) the three (3) Immediate Past At-Large Directors (as defined in Section 6.2, below) unless otherwise elected as officers of the Society. The current President and Vice President of the Board of Directors shall also be ex-officio members of the Executive Council but shall not be entitled to vote at meetings thereof. The Immediate Past-President shall serve as the chairperson of the Executive Council.

5.2 Powers and Duties. The Executive Council shall (a) consider candidates for directors and Secretary-Treasurer of the Society to fill vacancies occurring on account of expiration of terms and to recommend to the Board of Directors the nomination of qualified candidates therefor; (b) promote the long term interests and institutional memory of the Society; and (c) consider in an advisory capacity such issues as may be brought to it by the Board of Directors of the Society. To that end, the Executive Council shall serve in an advisory role to the Board of Directors and its officers.

5.3 Meetings. The Executive Council shall meet on an as-needed basis, but in at least annually as nearly as practicable to the annual meeting of members of the Society. The Secretary of the Society shall cause notices of any annual or special meeting of the Executive Council to be delivered to Executive Council members at least seven (7) days before such meeting.

5.4 Quorum. At any meeting of the Executive Council, five (5) Executive Council members entitled to vote at meetings thereof shall constitute a quorum for the transaction of any business thereat.

## **ARTICLE VI**

### **Officers**

6.1 Principal Officers. The principal officers of the Society shall be the President, the Vice President, and the Secretary/Treasurer. The Secretary/Treasurer shall be elected by the members of the Society entitled to vote in the manner described in Section 6.2, below. The Vice President shall be the President-Elect of the Society and shall, unless disabled or otherwise disqualified, succeed to the office of President upon expiration of his or her term as Vice President. The term of office of the Vice President and President shall be two (2) years and shall not be renewable. The term of office of the Secretary/Treasurer shall be three (3) years and the person holding such office shall be eligible to run for reelection for one or more additional terms in such office. Notwithstanding the above-described terms for each officer, each such officer shall hold office until his or her successor has been duly elected and qualified.

6.2 Eligibility for Office/Manner of Election. At-large directors who have served at least one (1) year on the Board of Directors and those three (3) individuals who were at-large directors for term most recently expired (“Immediate Past At-Large Directors”) shall be eligible to be elected as the Vice President or Secretary/Treasurer of the Society. In addition, the then-current Secretary/Treasurer shall be eligible to be elected as the Vice President of the Society provided, however, that such person may be nominated only during the third and final year of his or her term of office as Secretary/Treasurer. The Board of Directors shall nominate at least two candidates for each such office with respect to which there is a vacancy at least two hundred seventy (270) days prior to the date of the annual meeting of members of the Society at which the election for which such candidates are nominated is to be held. The Board of Directors shall communicate such nominations to the Secretary/Treasurer of the Society in time for inclusion of such nominations in the notice of such annual meeting of members. The nominated candidate receiving the largest number of votes for election to each such office at the annual meeting of members shall be elected as Secretary/Treasurer and Vice President, respectively, of the Society.

6.3 Powers and Duties of the Officers..

- (a) President. The President shall be the chief executive officer of the Society and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of members and of the Board of Directors. The President, with the approval of the Board, shall appoint such committees, standing and/or special, as may be necessary or desirable to carry out the work of the Society. The President may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws or applicable law to be otherwise signed or executed. The President shall also perform such other duties as may be prescribed by the Board of Directors from time to time.
- (b) Vice President. The Vice President shall assume the duties of the President in the absence of the President or in the event of his or her death or inability or refusal to act, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Vice President shall, as the President-Elect of the Society, carry out such duties in such capacity as the President or the Board of Directors may from time to time determine.
- (c) Secretary/Treasurer. The Secretary/Treasurer shall, in his or her capacity as the Secretary of the Society, (a) keep all minutes of meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) ensure that all notices are duly given as required by law; (c) be custodian of the corporate books and records as required by these Bylaws or by law; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. The ministerial duties of the Secretary/Treasurer may be delegated to executive staff whenever such has been engaged. The Secretary/Treasurer shall, in his or her capacity as the Treasurer of the Society, have charge and custody of and be responsible for all funds, securities, and

valuable documents of the Society; (b) receive and give receipts for funds due and payable to the Society from any source whatsoever; (c) deposit all funds in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws or as otherwise approved by the Board; (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him the by the President or the Board of Directors; (e) sign all checks and drafts in the name of the Society; (f) keep full books of accounts of the Society (such accounts to be audited yearly by a qualified accountant and by a member of the Society appointed by the President); (g) render to the Board of Directors from time to time at its request, and annually to the members, a full statement with regard to Society funds. One or more duties as Treasurer may be delegated by the Secretary/Treasurer, with the prior approval of the Board of Directors, to executive staff whenever such is engaged, in which event he Secretary/Treasurer shall supervise executive staff to ensure the proper care and custody of all funds, securities, and valuable documents of the Society. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of this duties in such sum and with such surety or sureties as the Board of Directors shall determine.

6.4 Compensation. Officers and directors shall serve without compensation. The Society may reimburse expenses of officers or directors in attending meetings and conducting other activities on behalf of the Society.

6.5 Removal. The Board of Directors may remove any officer with or without cause.

6.6 Vacancies. In the event of the President's death, resignation or removal while in office, the Vice President shall hold office as President thereafter for the remainder of such term; provided, however, that if the office of Vice President is then vacant for any reason, the Board of Directors shall appoint a person meeting the eligibility requirements of Section 6.2, above, to serve as President for the unexpired portion of such term. In the event of the Vice President's death, resignation or removal while in office, such office shall remain vacant for the remainder of such term. In the event of the Secretary/Treasurer's death, resignation or removal while in office, the Board of Director shall fill such vacancy as soon as practicable for the unexpired portion of such term.

6.7 Executive Management. The President, with the approval of the Board of Directors, shall engage a management company whose functions will include administrative, logistic, membership, fiscal, and meetings management. The specifics of the functions and the fees and expenses incurred will be contractually defined. The term of the contract will be one (1) year, with such renewal provisions as may be mutually agreed. The contract will also set forth the basis and process for discontinuation of services. The management company will attend Board and other meetings, with representation determined to be necessary and appropriate by the Board. The management company's representatives will not have voting powers.

## **ARTICLE VII**

### **Committees**

7.1 Names. In order to carry out its oversight and fiduciary responsibilities, the Board of Directors shall establish and oversee the following Standing Committees: Scientific Program and Publications Committee, Development Committee, Bylaws Committee and Membership Committee. As more fully described in Section 5.1, above, the Executive Council serves as the Nominations Committee of the Society. The President of the Board of Directors, with the approval of the Board, may from time to time designate other committees, subcommittees, working groups and task forces. All committees shall have the powers and duties as hereinafter set forth and/or other powers and duties delegated or assigned to the Board of Directors as deemed necessary or advisable, and shall make regular reports to the Board of Directors as otherwise requested. All committee chairpersons shall be appointed by the President of the Society with the approval of the Board of Directors for such term or terms as the President shall determine with the approval of the Board of Directors.

7.2 Scientific Program and Publications Committee. The Scientific Program and Publications Committee shall be responsible for developing and implementing scientific programs for the annual meeting of

members of the Society, including, but not limited to, development and determination of content, themes, participants, co-chairs and format for such events and the development and creation of materials therefor for such events and publications arising therefrom.

7.3 Development Committee. The Development Committee is responsible for providing oversight to fund-raising activities of the Society.

7.4 Bylaws Committee. The Constitution and Bylaws Committee will be responsible to review the Bylaws and other governing documents of the Society and issues and needs relating thereto and to recommend changes thereto to the Board of Directors as needed.

7.5 Membership Committee. The Membership Committee will be responsible to evaluate and review the qualifications and eligibility of applicants for membership in the Society of all classes of membership and to make recommendations regarding same to the Board of Directors. The Membership Committee will also be responsible to develop and implement strategies for member recruitment and retention.

7.6 Changes in Committee Structure. The Board of Directors may, at any time, by resolution, create, combine, consolidate or terminate committees of the Board of Directors as it deems appropriate. Such committees shall consist of members appointed by the President with the majority approval of the Board of the Board of Directors.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Society shall begin on the first day of January of each year and end on the last day of December.

## **ARTICLE IX**

### **Amendments**

Amendments to these Bylaws may be proposed by the Executive Council, the Constitution and Bylaws Committee of the Board of Directors or petition of at least four (4) members of the Society having voting rights. If the Board of Directors approves such amendment and recommends same to the members of the Society for adoption, such amendment shall be submitted to the members for consideration of adoption at the next meeting of members. The Secretary shall include a copy of the proposed amendment with the notice of such meeting, together with a statement that the Board of Directors recommends such amendment for adoption.

## **ARTICLE X**

### **Liquidation**

Upon dissolution of the Corporation for any reason, the Board of Directors shall, after paying or making provisions for the payment of the Society's liabilities, if any, distribute the Society's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s) engaged in activities substantially similar to those of the Society as are designated by the Board of Directors of the Society and in such proportions as are determined by the Board or Directors, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Society in liquidation shall be made in accordance with Chapter 181 of the Wisconsin Statutes, including, without limitation, section 181.1405 and any such successor provision.

## **ARTICLE XI**

### **Corporate Seal**

The Society shall have no seal.

**ARTICLE XII**  
**Indemnification**

The Society shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any director, officer, employee or agent of the Society and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Society or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon the Society to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the Society in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, employee or agent may otherwise be entitled. The Society may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not the Society would be obligated to indemnify such person under this Article.

**ARTICLE XIII**  
**Miscellaneous**

13.1 **Prohibited Actions.** Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of the Society which would not be permitted to be taken by an organization described in sections 501(c)(3) and 509(a)(1) of the Code or which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.

13.2 **Society Trademarks.** No member may use the Society's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors of the Society.

13.3 **Official Journal of the Society.** The Society will promote activities of its members and the best basic and clinical science by promoting one or more scientific journals, including, without limitation, such journal as the Society may from time to time designate as its official journal (the "Journal") as a benefit of membership. These journals and their respective editorial policies will be under the direct supervisory control of the President and the Board of Directors of the Society. The Editor-in-Chief, Associated Editors, and members of the Editorial Board shall be members of the Society of any class (provided, however, that a Corporate member shall designate a representative employee to serve in such capacity).

13.4 **Definition.** All references in these bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

13.5 **Headings.** The headings in these bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.

13.6 **Interpretation.** In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.