



AMENDED BYLAWS OF CASSS,
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

CHAPTER 1. NAME

100. Name. The name of the corporation is CASSS. CASSS is a California nonprofit mutual benefit corporation, tax-exempt under Section 501(c)(6) of the Internal Revenue Code.

CHAPTER 2. PURPOSE

200. Purpose. CASSS exists to enable a global community of industry, academic and regulatory professionals to work together to resolve scientific challenges in their field.

CHAPTER 3. OFFICE

300. Office. The Board of Directors shall approve the principal office of CASSS.

CHAPTER 4. RESTRICTIONS

400. All policies and activities of CASSS shall be consistent with:

- 1) Applicable federal, state and local antitrust and trade regulation laws;
- 2) Applicable tax-exemption requirements including that no part of the corporation's net earnings inure to the benefit of any private individual; and
- 3) All other legal requirements, including the California Nonprofit Mutual Benefit Corporation Law, to which CASSS' operations are subject.

CHAPTER 5. MEMBERSHIP CLASSES AND QUALIFICATIONS

500. Classes. The corporation shall have three classes of members designated as follows: Regular, Associate Director and Distinguished Fellow.

501. Regular Members. Any person dedicated to the purpose of this corporation shall be eligible to become a regular member upon completion of a membership application and on timely payment of such dues, fees or other requirements as the Board may fix from time to time.

502. Distinguished Fellow Members. The Board of Directors shall from time to time appoint retired directors or associate directors and others for lifetime membership in the corporation as a Distinguished Fellow Member based upon such candidate's outstanding contributions to the

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corporation. Lifetime membership is subject to the conditions set forth in Section 508 below. Distinguished Fellow Members shall receive a special certificate, shall not be required to pay dues and shall be offered complimentary registration at one CASSS meeting/symposium per year.

503. Associate Directors. Regular and Distinguished Fellow Members in good standing shall be eligible to become an Associate Director Member ("AD") if they have demonstrated commitment to the purpose and mission of CASSS through active participation in CASSS symposia, committees or task forces as defined by board policy.

504. Voting and Other Rights. Only ADs in good standing shall be entitled to vote. Members in good standing of that class shall have the right to vote for the election of Directors as set forth in these Bylaws and on such other matters to the extent required by the California Corporations Code, including without limitation on disposition of all or substantially all of the Corporation's assets other than in the usual and regular course of the Corporation's activities, on the principal terms of a merger of the Corporation and any changes in such principal terms and on an election to dissolve the Corporation. No members of any of the classes other than ADs shall have the right to vote on any matter. Only ADs in good standing shall be entitled to hold elective office in the Corporation. The other rights, privileges, preferences, restrictions and/or conditions of each class of membership may also differ and shall be as determined by the Board of Directors and/or as set forth in the Board Manual.

505. References to Members. The Corporation, in these Bylaws or elsewhere, may refer to Regular Members or Distinguished Fellow Members or other persons or entities associated with the Corporation as "members," even though members of those classes of membership, other persons or entities are not ADs as set forth in these Bylaws. No such reference shall constitute anyone as a member within the meaning of California Corporations Code Section 5056 unless that person or entity shall have qualified for an AD membership as set forth in these Bylaws.

506. Dues, Fees and Assessments. Each member other than Distinguished Fellow Members must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees and assessments for each class.

507. Good Standing. Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

508. Termination of Membership.

I) Causes of Termination. A membership shall terminate on occurrence on any of the following events.

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- a) Resignation of the member;
 - b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
 - c) Failure of the member to pay dues, fees, or assessments as set by the board within 60 days after they become due and payable;
 - d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
 - e) Expulsion of the member based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.
- 2) Procedure for Discipline or Expulsion. If grounds appear to exist for discipline or expulsion of a member under Section 508.1.e of these bylaws, the procedure set forth below shall be followed:
- a) The member shall be given fifteen (15) days' prior notice of the proposed discipline or expulsion and the reasons for the proposed action. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
 - b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed discipline or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the expulsion should take place.
 - c) The Board or committee shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board or committee shall be final.
 - d) Any action challenging an expulsion, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or termination.
- 3) Opportunity for Reinstatement. An expelled member shall be eligible for reinstatement should he/she rectify the situation which led to the expulsion pursuant to Section 1 above.

509. Transfer of Memberships. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or termination of membership.

CHAPTER 6. ANNUAL/REGULAR MEETINGS

600. Associate Director Meetings. CASSS shall schedule at least one ADs' meeting annually to be held at such time and place as approved by the Board of Directors.

- 1) Notice of meetings of the ADs shall be delivered in writing not less than ten (10) days, nor more than ninety (90) days, before the date of the meeting.
- 2) Such notice shall specify the date, time, place, and purpose of such meeting and provide sufficient information so that ADs can form a reasoned judgment as to the business to be transacted at this meeting.
- 3) Notice of meetings shall be sent by one or more of the following methods: in-person; fax; mail; or email. In the case of notice by email, the corporation shall have on file a consent form from each member allowing electronic communications of this sort from the corporation in accordance with California Corporations Code Section 7511.

601. Special Meetings. A majority of the Board, the Chair, or five percent or more of the voting members (ADs) may call a special meeting for any purpose.

- 1) The ADs wishing to call a special meeting will deliver a written petition, stating the reason for the meeting to the chair of the Board, signed by at least 5% of the ADs.
- 2) The Chair shall call the meeting not less than fifteen (15) days or more than thirty (30) days from the date of receipt of the petition.
- 3) Notice may be given by any means practical not less than ten (10) days prior to the meeting. The notice shall include the time, date, location and a general description of the items of business for which the meeting is called.

602. Action without Meeting. If for any legitimate reason an annual meeting cannot be held, the ADs may take any action, including the election of Directors, by written ballot in accordance with the requirements of the California Nonprofit Corporation Law, these Bylaws and any regulations the Board may adopt.

603. Quorum. The Quorum for the annual or any special meeting shall be twenty-five (25) ADs or one-third (1/3) of the voting membership whichever is less.

- 1) Absentee voting is not permitted.
- 2) Proxy voting is not permitted.

CHAPTER 7. DIRECTORS

700. General Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Corporation. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities

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and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

701. Composition.

- 1) The Board of Directors shall consist of not less than ten (10) or more than thirteen (13) voting members. The exact number, if greater than ten (10), shall be fixed by a resolution of the Board of Directors.
- 2) Qualifications. Only AD Members in good standing shall be eligible to serve as Directors. Such other qualifications as are included in the Board Manual or as the Board shall otherwise determine shall be deemed prescribed by these Bylaws.
- 3) Consultants. The Board from time to time may appoint one (1) or more persons to be consultants to the Board who shall not by such appointment be members of the Board and shall therefore have no vote. Consultants shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board upon invitation and to furnish consultation to the Board. The term of such appointments shall not exceed two (2) years. Other matters regarding the process by which consultants may be appointed, the number of terms and the assignments of the consultants may be prescribed by the Board or included in the Board Manual.

702. Terms of Office.

- 1) Except for a Designated Director (as defined in Section 703), the term of office for a Director shall be four (4) years or until his or her successor is elected. The term of office for a Designated Director shall be two (2) years.
- 2) Directors, other than Designated Directors, may serve two (2) consecutive terms. An individual who has previously served two (2) consecutive terms, but has not been in office for a period of at least one (1) year shall be eligible to serve an additional term.
- 3) All terms shall commence at the beginning of the calendar year.
- 4) The terms of the Directors, other than Designated Directors, shall be staggered so that at least one (1), but no more than four (4) of the Directors' terms expire each year.

703. Election of Directors.

- 1) Election of the Directors, other than Designated Directors, shall be by written ballot of the ADs according to the policy on elections.
- 2) Up to two (2) additional Directors within the range specified in Paragraph (1) of this Section 701 may be designated by the Board of Directors (each a "Designated Director"). One position shall be reserved for the person elected by the Board to the office of President of the corporation who has otherwise completed two (2) consecutive terms as a Director, and the other position shall be reserved for the person elected by the Board to the office of Vice-President who has otherwise completed two (2) consecutive terms as a Director. If the persons elected by the Board as President and Vice-President have not yet completed two (2) consecutive terms, then the Board

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need not use these designated positions, and the exact number of Board members shall be the number established by these Bylaws or fixed by resolution of the Board and elected by the ADs.

704. Vacancies on Board.

- 1) Events Causing Vacancy. A vacancy or vacancies on the Board (including that of a Designated Director) shall exist on the occurrence of the following:
 - a) The death or resignation of any Director;
 - b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
 - c) The removal of a Director by the Board;
 - d) An increase of the authorized number of Directors; or
 - e) Failure of the ADs, at any meeting of the ADs at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.
- 2) Filling Vacancies. Vacancies on the Board may be filled by a majority vote of the Directors then in office at a regular or special meeting called for that purpose, or by the unanimous written consent of the Directors, or by a sole remaining Director.
- 3) No reduction of the authorized number of Directors shall have the effect of removing the Director before that Director's term of office expires.

CHAPTER 8. OFFICERS

800. Officers and Duties.

- 1) The officers of the corporation are the President, Vice-President, Treasurer, Secretary and such other officers with such titles and duties as shall be determined by the Board of Directors. No individual shall hold more than one office, except in case of emergency.
- 2) The Executive Director shall serve as the Secretary and general manager of the corporation and shall be appointed and employed by the corporation on such terms and conditions as are approved by the Board of Directors. This individual shall perform such duties as may be assigned by the Board.
- 3) Duties.
 - a) The officer performs those duties that are usual to their positions and that are assigned to them by the Board, including those set forth in the position descriptions found in the Policy Manual and adopted by the Board.

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- b) In addition, each officer shall perform the following:
- i) The President is the chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors. In the President's absence, the Vice President shall preside, or if both are absent, the Treasurer, then the Secretary, shall preside. The President may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board of Directors. The President shall perform such other duties as may be prescribed by the Board of Directors or as shall be contained in the Board Manual, if any.
 - ii) The Vice President shall preside at all meetings of the Associate Directors and shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors or as shall be contained in the Board Manual, if any. The Vice President shall perform the duties of the President in the event of the President's absence or refusal or inability to serve. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.
 - iii) The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the Corporation. The books and records of account shall at all times be open to inspection by any Director. The Treasurer shall perform the duties of the President in the event of the absence or refusal or inability to serve of the President and the Vice President. When so acting, the Treasurer shall have all the powers of, and be subject to all the restrictions upon, the President. The Treasurer shall have such other duties as are incident to such office or required by law or as from time to time may be assigned by the President or the Board of Directors or as shall be contained in the Corporation Board Manual, if any.
 - iv) The Secretary is the chief administrative officer of the corporation and shall keep (or cause to be kept) the minutes of the meetings of the members and of the Board of Directors, and all required records as noted in Chapter 13. In the Secretary's absence the President may appoint a voting member to temporarily assume the Secretary's duties. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation in the State of California the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall be empowered to certify as true, the original or a copy of the Bylaws or minutes of meetings or resolutions or actions of the Corporation. The Secretary shall perform the duties of the President in the event of the absence or refusal or inability to serve of the President, the Vice President and the Treasurer. When so acting, the Secretary shall have all the powers of, and be subject to all the restrictions upon, the President. The Secretary shall have such other duties as are incident to such office or required by law or as from time to time may be assigned by the President or the Board of Directors or as shall be contained in the Corporation Board Manual, if any.

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801. Appointment of Officers. The Officers provided for in Paragraph (I) of Section 800 of the Bylaws shall be chosen by the Board of Directors at a regular or special meeting called for that purpose according to the policy on appointment of officers and shall serve at the pleasure of the Board. Any Director may put forth nominations for filling a vacancy. Any vacancy occurring as a result of the resignation of an officer shall be filled by the Board.

802. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board.

803. Liability of Directors and Officers. No member of the Board of Directors or officer of the corporation shall be liable in any manner whatsoever for the debts, liabilities or obligations of the corporation except as otherwise provided in Section 7231.5 of the California Corporations Code.

CHAPTER 9. DIRECTORS' MEETINGS

900. Directors' Meetings.

- 1) The Board of Directors shall meet at least once per year at a time and a place designated by the President.
- 2) Any meeting of the Board may be, to the extent allowed by law, held by electronic or other means.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this section constitutes presence in person at that meeting if both of the following apply: (A) each member participating in the meeting can communicate with all of the other members concurrently; and (B) each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

901. Special Meetings. The President, Vice President, Treasurer or any two (2) Directors may call a special meeting of the Board for any purpose at any time.

902. Notice of Meetings. Appropriate notice of the time and place of special meetings of the Board shall be given to each Director at least forty-eight (48) hours prior to the meeting if

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given personally or via telephone or electronic correspondence or four (4) days if given by first-class mail. Notice of regular meetings may, but is not required to be, given.

903. Quorum. A majority of the Directors then in office shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

904. Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors.

905. Board Policies. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members.

906. Compensation and Reimbursement. Directors may receive such compensation, if any, for their services as Directors or officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

CHAPTER 10. INDEMNIFICATION

1000. Indemnification of Directors, Officers and Employees.

- 1) Indemnification. To the fullest extent permitted by law, this corporation shall indemnify, its Directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying those positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- 2) The corporation shall purchase and maintain adequate insurance on behalf of any Director, officer, volunteer or employee of the corporation against any liability asserted against or incurred by one while acting as an agent for the corporation.

CHAPTER 11. STANDING COMMITTEES

1100. Standing Committees. The Board may form a committee or task force as it deems necessary. In either case, the Board shall approve an appropriate statement of mission to the committee or task force with specific reporting requirements. The Board shall also communicate to the committee or task force and its members' precise limitations of their authority to act on behalf of the corporation.

- 1) Meeting Organizing Committees. Each meeting/symposium organized by the corporation shall have an organizing committee. The Board shall approve an appropriate statement of mission for each organizing committee with specific reporting requirements. Each committee shall have one Board Member or board designee as a member. The Board shall also communicate to the committee and its members' precise limitations of their authority to act on behalf of the corporation.

CHAPTER 12. AFFILIATED ORGANIZATIONS

1200. Affiliated Organizations. Organizations that meet the criteria which shall have been established by the Board of Directors may be elected by the Board as Affiliates of the corporation. Affiliates shall have such privileges and obligations as the Board may determine through policies.

CHAPTER 13. RECORDS

1300. Records and Rights of Inspection. The corporation shall keep at its principal office in California all required records including, but not limited to, minutes of Board and ADs' meetings, financial and audit records, records of current members and the original or a copy of its Articles and Bylaws as amended to date, which shall be open to inspection by the voting members at all reasonable times during office hours. If the corporation has no office in California, it shall upon the written request of any voting member furnish to such voting member a copy of the Articles or Bylaws as amended to date.

1301. Annual Report. The corporation will prepare an Annual report within one hundred eighty (180) days of the close of the fiscal year and notify members in a manner determined by the Board that the report is available upon written request in accordance with the law.

CHAPTER 14. CONSTRUCTION, AMENDMENT AND AUTHORITY

1400. Construction. Unless the contents require otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

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1401. Amendment. These Bylaws may be amended by a majority vote of the Board or the members, provided that certain amendments, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the statutory members (i.e., ADs) in accordance with applicable law.

1402. Parliamentary Authority. All meetings of the Corporation shall be governed by The Modern Rules of Order, current edition (Tortorice), except where superseded by these Bylaws or other applicable law.

CHAPTER 15. DISSOLUTION

1500. Dissolution. The corporation may dissolve in accordance with law.

1501. Distribution of Assets. Upon dissolution the Executive Director and Treasurer shall pay all debts and obligations outstanding. The remaining assets will be distributed to a qualified nonprofit entity constituted for the same or similar purposes as the corporation.

1502. Assets in Trust. Any assets held in trust will be disposed of in a manner required by law or appropriate court order.

CERTIFICATION OF SECRETARY

The undersigned, Secretary of CASSS, a California Nonprofit Mutual Benefit Corporation, hereby certifies that the foregoing Amended Bylaws consisting of eleven (11) pages, are the bylaws of this corporation, duly adopted by the Board of Directors on April 4, 2009, amended by the Board on December 30, 2011, September 23, 2014, and _____, approved by the Associate Directors on _____, and that they include all amendments, if any, to the date of this Certificate.

Signed: _____
Stephanie Flores,
Secretary

Date: _____

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