



INTERNATIONAL SOCIETY FOR BIOLOGICAL
AND ENVIRONMENTAL REPOSITORIES

BYLAWS

The International Society for Biological and
Environmental Repositories

APRIL 8, 2016

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ARTICLE I Purpose

The International Society for Biological and Environmental Repositories (“Society”) is an Illinois not-for-profit corporation organized and operated exclusively for the purposes set forth in the Society’s Articles of Incorporation (“Exempt Purpose”).

ARTICLE II Offices

The Society shall maintain in the State of Illinois, a registered office and a registered agent, and may have other offices within or outside the State of Illinois.

ARTICLE III Members

SECTION 3.1. CLASSES OF MEMBERS. The Society shall have three (3) classes of members. The designation of each class and the qualifications and rights of the members of each class shall be as follows:

SECTION 3.1.1. INDIVIDUAL MEMBERS. Any individual who supports the Exempt Purpose of the Society is eligible for Individual Membership in the Society. Individual Members shall pay annual dues applicable to Individual Members as determined by the Society’s Board of Directors (“Board”). In addition to the rights expressly granted to Individual Members under these Bylaws, Individual Members shall enjoy such rights and privileges as determined by the Board.

SECTION 3.1.2. ORGANIZATIONAL MEMBERS. Any organization, (and/or any defined sub-part(s) of an organization), which supports the Exempt Purpose of the Society and is actively engaged in the field of biological and environmental repositories, is eligible for Organizational Membership. Organizational Members shall pay annual dues applicable to Organizational Members as determined by the Board. An Organizational Member shall designate such number of individuals to serve as its Society Delegates (“Delegate(s)”) as determined by the Board. An Organizational Member may change its Delegates in accordance with the policies and procedures adopted by the Board. An Organizational Member shall be responsible for its membership obligations. An Organizational Member’s rights and privileges shall be exercised through its Delegates. In addition to the rights and privileges expressly granted to Organizational Members under these Bylaws, Organizational Members shall enjoy such rights and privileges as determined from time to time by the Board.

SECTION 3.1.3. EMERITUS MEMBERS. Current or former Individual Members or Organizational Member Delegates who have retired may apply for Emeritus Membership in the Society. Emeritus Members shall pay annual dues applicable to Emeritus Members as determined by the Board. Emeritus Members have no voting rights and may not serve as Society Board members or officers or on Society committees.

Emeritus Members may serve as advisors to committees. In addition to the rights expressly granted to Emeritus Members under these Bylaws, Emeritus Members shall enjoy such rights and privileges as determined by the Board.

Within these Bylaws, Individual and Organizational Members may be referred to collectively as “Member(s),” while Emeritus Members may be referred to as “Non-Voting Members.” The terms “members” and “membership” when used in connection with the Society’s members shall refer to all classes of membership in the Society.

SECTION 3.2. APPLICATION AND APPROVAL. The Board shall determine the policies and procedures by which eligible individuals and organizations may apply for membership in the Society. The Board may grant an eligible individual or organization membership in the Society or may delegate this responsibility to another person. The Board or its designee shall refuse to grant membership in the Society whenever the Board or its designee determines the individual or organization is not eligible for membership or the applicant failed to comply with the membership application policies and procedures established by the Board. The Board or its designee may refuse to grant membership to any organization or individual, if the Board or its designee determines doing so is in the best interest of the Society. Once an individual or organization is granted membership in the Society, the individual or organization shall continue to be a member of the Society until: (i) the member fails to pay the applicable dues when due and as a result the member’s membership expires; (ii) the member resigns as hereinafter provided; (iii) in case of an individual, the member dies; (iv) in the case of an organization, the organization is legally dissolved; or (v) the member’s membership is terminated as hereinafter provided.

SECTION 3.3. DUES. Annually, the Board shall determine the annual dues payable to the Society by members of each class. Dues shall be payable in advance by January 1st of each year or such other date as the Board may determine. If a member fails to pay the applicable annual dues by the due date set by the Board, the member’s membership shall automatically expire as of the date the annual dues were to have been paid.

SECTION 3.4. RESIGNATION. In addition to any other means of resignation specified in these Bylaws, any member may resign by filing a written or email resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other outstanding financial obligations accrued and unpaid. Members who resign their membership are not entitled to the return of previously paid annual dues or any portion thereof.

SECTION 3.5. REINSTATEMENT. Within one (1) year following the date that a member’s membership expires or is resigned, a member may reinstate their membership by paying all sums owed to the Society. Thereafter, a member must reapply for membership and pay any sums owed to the Society.

SECTION 3.6. TERMINATION OF MEMBERSHIP. The Society may terminate the membership of any member or the ability of an individual to serve as a Delegate if the Board determines such member or Delegate has engaged or is engaging in conduct which is: (i) inconsistent with the Society’s Exempt Purpose, Articles of Incorporation, Bylaws, policies or procedures; or (ii) is otherwise contrary to the Society’s interests. In the event the Board seeks to terminate any membership or individual’s ability to serve as a Delegate, the Society will notify the member, the Board will consider such action during a Board meeting scheduled not less than twenty-eight (28) days following the date the notice is delivered to the member. The notice shall also inform the member of the date of the Board meeting during which the termination will be considered, and notify the member that the member may submit a written or email response to the Board in advance of the meeting which the Board will review and consider when it determines whether to terminate the member’s membership or the individual’s ability to serve as a Delegate. The vote of two-thirds (2/3rds) of the voting Board members present at a meeting at which a quorum is present is

required to terminate the membership of a member or the ability of an individual to serve as a Delegate. The decision of the Board regarding termination is final and not subject to appeal. A member, whose membership is terminated, is not entitled to the return of previously paid annual dues or any portion thereof. A member, whose membership is terminated, shall remain liable for all sums owed to the Society. A member, whose membership is terminated, may not apply for membership in the Society without prior approval of the Board, which may be withheld by the Board in its discretion. The termination of an individual's ability to serve as a Delegate, shall not affect the rights and obligations of an Organizational Member which may appoint a different individual to serve as its Delegate to fill the vacancy created by the termination. An individual whose ability to serve as a Delegate is terminated, may not apply for membership in the Society or serve as Delegate without prior approval of the Board, which may be withheld by the Board in its discretion.

SECTION 3.7. TRANSFER OF MEMBERSHIP. Membership in the Society is not transferable or assignable without consent of the Society.

SECTION 3.8. NO MEMBERSHIP CERTIFICATES. No membership certificates shall be required for any membership class.

ARTICLE IV Meetings of Members

SECTION 4.1. ANNUAL MEETING. The Members shall conduct an annual meeting for the purposes of: (i) receiving an annual report from the Board describing the Society's year-end financials, past year's accomplishments and challenges, year-end membership census, and budget, goals and challenges for the upcoming year; and (ii) for the transaction of such other business as may come before the meeting ("Annual Meeting").

SECTION 4.2. SPECIAL MEETING. Special meetings of the Members may be called by the President, the Board, or by Members holding not less than fifty percent (50%) of the votes entitled to be cast on a matter.

SECTION 4.3. PLACE OF MEETING. Any meeting of the Members, including annual and special meetings, may be held within or outside of the State of Illinois at such place as shall be fixed by the Board. If no designation is made by the Board, the place of meeting shall be the registered office of the Society in the State of Illinois.

SECTION 4.4. NOTICE OF MEETINGS. Written or email notice stating the place, date, and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting not less than twenty (20) nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 4.5. WAIVER OF NOTICE. Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and presents his/her objection at the beginning of the meeting or promptly upon his/her arrival.

SECTION 4.6. FIXING OF RECORD DATE. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be no more than sixty (60) days and, for a meeting of Members, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When determination of Members entitled to vote at any meeting of Members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 4.7. QUORUM AND MANNER OF ACTING. Members holding one-tenth (1/10) of the votes entitled to be cast on a matter, at a meeting of the Members shall constitute a quorum, provided that if less than a quorum is present, a majority of the Members present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes present and voted, shall be the act of the Members, unless the vote of a greater number is required by the Illinois General Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

SECTION 4.8. VOTING. Each Individual Member and Delegate shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Emeritus Members have no voting rights. Voting on any question or in any election at a meeting may be by voice unless the chair of the meeting shall order or any Member shall demand that voting be by ballot. Proxy voting, cumulative voting, and voting agreements are prohibited.

SECTION 4.9. INFORMAL ACTION BY VOTING MEMBERS.

SECTION 4.9.1. ACTION BY BALLOT. Unless otherwise provided in the Articles of Incorporation or these Bylaws, any action required to be taken at any annual or special meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken by ballot without a meeting in writing by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes, or such larger number as may be required by law, the Articles of Incorporation, or these Bylaws; provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one (1) or more Board members or officers elected by the Members, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Such informal action by Members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the action is delivered to all Members entitled to vote with respect to the subject action.

SECTION 4.9.2. ACTION BY UNANIMOUS WRITTEN OR EMAIL CONSENT. Unless otherwise provided in the Articles of Incorporation or these Bylaws, any action required to be taken at any annual or special meeting of the Members, or any other action which may be taken at a meeting of Members, may also be taken without a meeting and without a vote if a consent in writing by mail, email, or any other electronic means, setting forth the action so taken, is approved by all the Members.

SECTION 4.10. INSPECTORS. At any meeting of Members, the chair of the meeting may, or upon the request of any Member shall, appoint one (1) or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members. Each report of an inspector shall be in writing by mail, email, or any other electronic means. If there is more than one (1) inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence of the same.

ARTICLE V Board of Directors

SECTION 5.1. GENERAL POWERS. The affairs of the Society shall be managed under the direction of the Board. In these Bylaws, wherever the Board's authority to act is provided, the Board's authority shall be exercised in the Board's discretion.

SECTION 5.2. NUMBER.

5.2.1. VOTING BOARD MEMBERS. The total number of voting Board members shall be nine (9). The voting Board members shall be divided into two (2) classes: (i) five (5) Officer Directors; and (ii) four (4) Regional Directors-at-Large. The five (5) Officer Directors shall be the Society's President, President-Elect, Immediate Past President, Secretary, and Treasurer who shall serve as *ex-officio* members of the Board with voice and vote. The four (4) Regional Directors-at-Large shall be elected as hereinafter provided. Whenever the law, the Articles of Incorporation, these Bylaws, or the Society's policies and procedures require action by the "Board" it shall mean action by the voting Board members. The number of voting Board members may be changed from time to time by amendment of this section. No decrease in the number of voting Board members shall have the effect of shortening the term of an incumbent voting Board member.

5.2.2. NON-VOTING BOARD MEMBERS. The Board may by resolution establish up to two (2) Non-Voting Director-at-Large positions elected by the Members as hereinafter provided. The number of non-voting Board members may be changed from time to time by amendment of this section. No decrease in the number of non-voting Board members shall have the effect of shortening the term of an incumbent non-voting Board member.

SECTION 5.3. QUALIFICATIONS. In order to serve as either a voting or non-voting Board member, an individual must: (i) be over the age of eighteen (18); (ii) be dedicated to advancing the Society's Exempt Purpose. In order to serve as a voting Board member, an individual must be an Individual Member or Delegate. Further, individuals who are precluded by their employer from voting on matters considered by the Board are not permitted to serve as a voting Board member. An individual is not required to be a resident of the State of Illinois in order to serve on the Board.

SECTION 5.4. TERM. An *ex-officio* voting or non-voting Board member's term commences upon his/her assuming the office pursuant to which he/she serves as a voting or non-voting Board member and continues until the individual's death; resignation, suspension, or removal from office; or until the voting or non-voting Board member ceases to hold the office pursuant to which he/she serves as a voting or non-voting Board member.

Voting and non-voting Directors-at-Large shall serve terms of three (3) years, except as otherwise provided in these Bylaws. A voting or non-voting Director-at-Large's term shall commence at the Annual Meeting and continue until the Board member's resignation, removal, death, or until the Directors-at-Large's term expires and his/her successor is elected and qualified. Voting and non-voting Directors-at-Large may only serve two (2) consecutive three (3) year terms. Thereafter, an individual shall be ineligible to serve on the Board until he or she has been off the Board for at least one (1) term. A Board Member who serves as much as two consecutive terms may be eligible to be nominated for a single term as President-Elect, President and Past President, Secretary or Treasurer.

SECTION 5.5. NOMINATIONS AND ELECTIONS. Prior to Director-at-Large election, the Nominating Committee shall seek, qualify, and nominate candidates to serve as Directors-at-Large in accordance with the policies and procedures established by the Board. A Member in good standing may submit to the Nominations Committee the name or names of Members the Member recommends for consideration as a Director-at-Large nominee. The Nominating Committee shall nominate at least two (2) Members, as feasible, for each Director-at-Large position to be filled during the election. The Nominating Committee shall transmit the names of the nominees to the Secretary of the Society at least thirty (30) days in advance of the election or such other time period as established by the Board. Director-at-Large elections should be conducted prior to the Annual Meeting by any method approved by the Board, accessible and available to all Members, and permitted by law including, but not limited to, by mail, or email ballot. In the case of a tie, the Officers will have the final decision. If Director-at-Large elections are not conducted prior to the Annual Meeting, Director-at-Large elections shall be held at that Annual Meeting.

SECTION 5.6. REGULAR MEETINGS. The Board shall meet at least quarterly. One regular quarterly meeting shall be held in conjunction with the Annual Meeting. The exact date, time, and place of each regular quarterly meeting shall be specified in a resolution adopted by the Board. No notice shall be required other than such resolution. The Board may provide by resolution the date, time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 5.7. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Society's President, Secretary, Treasurer, or any three (3) voting Board members. The person or persons authorized to call special meetings of the Board may fix any place that allows the majority of Board members to attend, as the place for holding any special meeting of the Board called by them. If the person or persons calling the meeting shall fail to fix the place and time of the special meeting, the Secretary shall do so, or if the Secretary fails to do so the President shall do so.

SECTION 5.8. NOTICE. Written or email notice of any special meeting of the Board shall be delivered to each Board member at least two (2) full working days in advance of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Giving or failing to give the notice required by this Section to non-voting Board members shall not be considered in determining whether a Board meeting was properly noticed.

SECTION 5.9. WAIVER OF NOTICE. Notice of any special meeting of the Board may be waived in writing by mail, email, or any other electronic means by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of

such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5.10. QUORUM. A majority of the voting Board members shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a majority of the voting Board members are present at the meeting, a majority of the voting Board members present may adjourn the meeting to another time without further notice. The presence or absence of non-voting Board members shall not be considered when determining the existence of a quorum.

SECTION 5.11. MANNER OF ACTING. The act of a majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

SECTION 5.12. PARTICIPATION AT MEETINGS BY CONFERENCE TELEPHONE. Board members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 5.13. NO PROXY VOTING. No voting Board member may act by proxy on any matter.

SECTION 5.14. PRESUMPTION OF ASSENT. A voting Board member present at a meeting of the Board at which action on any Society matter is taken shall be presumed to have assented to the action taken unless his/her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written or email dissent or abstention to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or shall forward the dissent or abstention by registered or certified mail or email to the Secretary of the Society immediately after the meeting's adjournment. Such right to dissent or abstain shall not apply to a voting Board member who voted in favor of the action.

SECTION 5.15. MINUTES. Contemporaneous minutes shall be kept of each Board meeting. The Secretary shall ensure that draft minutes of each Board meeting are prepared and distributed to each member of the Board in advance of the subsequent Board meeting. The Board shall review, revise and approve the draft minutes at the subsequent Board meeting. Once approved, a copy of the minutes shall be provided to the Secretary and be filed in the Society's corporate records.

SECTION 5.16. INFORMAL ACTION BY BOARD MEMBERS. Any action that is required or may otherwise be taken at a meeting of the Board, may be taken without a meeting if a written or email consent, setting forth the action so taken, is approved by a quorum of the voting Board members. The consent shall be evidenced in writing or email, setting forth the action taken and providing a record of the voting Board members' approvals. All the approvals evidencing the consent shall be delivered to the Secretary and filed in the Society's corporate records. The action taken shall be effective when a quorum of the voting Board members have approved the consent, unless the consent specifies a different effective date.

SECTION 5.17. RESIGNATION. A Board member may resign at any time by written or email notice delivered to the Board, the President, or the Secretary of the Society. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. A voting or non-voting Director-at-Large who fails to return to the Society a completed Annual Conflict of Interest Disclosure Statement required by the Society's Conflict of

Interest Policy by the due date established by the Board, knowingly and voluntarily resigns effective as of the day after said due date. A voting or non-voting Director-at-Large who fails to participate in three (3) consecutive regularly scheduled Board meetings, without providing notice to the Board, knowingly and voluntarily resigns at the conclusion of the third (3rd) consecutive Board meeting from which the voting or non-voting Director-at-Large is absent.

SECTION 5.18. REMOVAL. A Board member may be removed with or without cause, as specified by statute.

SECTION 5.19. VACANCIES. Any vacancy occurring in the Board, or any Board member position to be filled by reason of an increase in the number of Board members, shall be filled by the Board until such time that an election can be held, unless otherwise provided by the Articles of Incorporation, statute, or these Bylaws. A Board member elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

SECTION 5.20. COMPENSATION. Board members shall not receive compensation for their services as Board members. However, in accordance with the Society's policies, Board members may be reimbursed for their reasonable travel and other qualified expenses actually incurred.

ARTICLE VI Officers

SECTION 6.1. OFFICERS. The officers of the Society shall include a President, President-Elect, Immediate Past President, Secretary, Treasurer and such other officers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Only Individual Members and Delegates may serve as officers. An individual may not serve as a voting or non-voting Director-at-Large and as an officer simultaneously. An individual may not simultaneously hold more than one (1) office.

SECTION 6.2. TERM. Except for the Secretary, Treasurer, and as otherwise provided herein, each officer shall hold office for a term of one (1) year. The Secretary and Treasurer shall hold office for a term of three (3) years. No individual may serve more than one (1) consecutive term in any office.

SECTION 6.3. NOMINATION AND ELECTION. The Society's President-Elect, Secretary and Treasurer shall be elected by the Members. Prior to each election, the Nominating Committee shall seek, qualify, and nominate candidates for any vacancy in accordance with the policies and procedures established by the Board. A Member in good standing may submit to the Nominations Committee the name(s) of Member(s) the Member recommends for consideration as a nominee for any vacancy. The Nominating Committee shall nominate at least two (2) Members for each position to be filled during the election, as feasible. The Nominating Committee shall transmit the names of the nominees to the Board at least thirty (30) days in advance of the election or such other time period as established by the Board. Elections may be conducted prior to the annual meeting of the Members by any method approved by the Board, accessible and available to all Members, and permitted by law including, but not limited to, by mail or email ballot. In the case of a tie, the Officers will have the final decision. If elections are not conducted prior to the Annual Meeting of the Members, elections shall be held at that Annual Meeting of the Members. Each officer shall take office upon election and hold office until his/her succession, death, resignation, or removal in accordance with these Bylaws. Election or appointment of an officer shall not create any contract rights.

SECTION 6.4. RESIGNATION. Any officer may resign at any time by providing written or email notice to the President, Secretary, or Board. Unless otherwise specified in the written or email notice, the resignation shall be effective upon delivery of the written or email notice. The acceptance of a resignation is not necessary to make it effective.

SECTION 6.5. REMOVAL. Any officer appointed by the Board may be removed by the Board whenever the Board determines it to be in the best interests of the Society. Any officer elected by the Members may be removed in manner specified by statute for the removal of a director elected by the Members.

SECTION 6.6. VACANCIES. Except as otherwise provided herein, a vacancy occurring in any office may be filled, where necessary, for the unexpired portion of the term by appointment by the Board.

SECTION 6.7. COMPENSATION. Officers shall not be compensated for their services as officers of the Society. However, in accordance with the Society's policies, officers may be reimbursed for their reasonable travel and other qualified expenses actually incurred.

SECTION 6.8. PRESIDENT. The President shall preside at all meetings of the Members and of the Board, shall oversee the implementation of all resolutions and directives of the Board, and shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Society, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Society any contracts, deeds, mortgages, bonds, or other instruments that the Board has authorized to be executed, either individually or with the Secretary or any other officer authorized by the Board, according to the requirements of the form of the instrument.

SECTION 6.9. PRESIDENT-ELECT. The President-Elect shall be elected for a term of one (1) year and at the end of this term, or if the Presidency becomes vacant, the President-Elect automatically becomes President. The President-Elect shall assist the President in the discharge of the President's duties, as the President may direct, and shall perform such other duties as assigned by the President or the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. In the event the President-Elect position is vacant for reasons other than to fill the office of President, the Board shall call a special election as soon as possible. Upon such special election, the new President-Elect shall take office upon election and shall fulfill the remainder of the term and shall succeed to the Presidency.

SECTION 6.10. TREASURER. The Treasurer shall serve as the chair of the Audit and Finance Committee and shall be responsible for ensuring the Audit and Finance Committee fulfills its duties and responsibilities as set forth in these Bylaws. He or she shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

SECTION 6.11. SECRETARY. The Secretary shall: (i) ensure minutes of the meetings of the Members, the Board, and applicable committees are kept and recorded, accessible by Board members; (ii) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) ensure the Society's corporate records are securely maintained at the Society's principal business office; (iv) ensure the Society maintains a complete and current list of the Society's members including, but not limited to, the name, mailing address, email address, and telephone number provided by each member; and (v) perform all duties incident to

the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

SECTION 6.12. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as liaison to other societies and fulfill other duties as determined from time to time by the Board. In the absence of the President and the President-Elect, the Immediate Past President shall fulfill the President's duties. In the event there is an unexpected vacancy in the position of the Immediate Past President, the Nominating Committee shall nominate and the Board shall appoint a former President or if none are willing or able to serve a former Treasurer or Secretary to fulfill the duties of the position for the duration of the term.

ARTICLE VII Administrative Staff

SECTION 7.1. STAFF. Consistent with the general power of the Board to manage the Society's affairs, the Board may retain, or delegate the authority to retain, employees and contractors as necessary to carry out the Society's Exempt Purpose. The Society may pay reasonable compensation for services rendered to the Society in furtherance of its Exempt Purpose.

SECTION 7.2. EXECUTIVE DIRECTOR. Upon such reasonable terms and conditions as the Board shall determine, the Board shall retain the services of an Executive Director ("ED") either directly or by contracting with a management company. The ED shall report to the Board. The ED shall not be a Board member or a member of any committee or advisory committee. The ED shall participate in Board, committee and advisory committee meetings as requested by the Board, any officer, a committee or advisory committee, or a committee or advisory committee chair. The ED shall be responsible for implementing the Society's budgets, policies, procedures, and programs approved by the Board, overseeing the Society's day-to-day operations, and carrying out such other duties and directions as the Board may prescribe. The ED shall be responsible for preparing, assuring the accuracy of, executing, and once approved by the Board timely filing all government forms and filings required by law on behalf of the Society. Except as otherwise specified by the Board, the ED shall have such other responsibilities and perform such other duties as determined by the Board.

ARTICLE VIII Committees, Advisory Committees, Councils, and Task Forces

SECTION 8.1. COMMITTEES. In addition to the standing committees identified in these Bylaws, the Board, by resolution adopted by a majority of the voting Board members, may designate one (1) or more standing or advisory committees. Each committee will include one (1) or more Board members.

SECTION 8.2. AUTHORITY OF COMMITTEES; PROHIBITED ACTS. A committee shall only have and exercise the authority of the Board in the management of the Society as provided in these Bylaws, the resolution establishing the committee, and/or any charter, guidelines, or rules adopted by the Board for the committee. However, no committee shall have the power or authority to:

- i. Adopt a plan for the distribution of the assets of the Society, or for dissolution;

- ii. Approve or recommend to Members any act required by the Illinois General Not for Profit Corporation Act to be approved by Members;
- iii. Fill vacancies on the Board or any of its committees;
- iv. Elect, appoint, or remove any officer or Board member, or fix the compensation of any member of a committee;
- v. Adopt, amend, or repeal these Bylaws or the articles of incorporation;
- vi. Adopt a plan of merger or adopt a plan of consolidation with another society, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Society; or
- vii. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

In addition, absent an express statement to the contrary in these Bylaws, the resolution establishing the committee or a committee's charter adopted by the Board, a committee shall not have the authority to enter into any contract on behalf of or otherwise legally bind the Society. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed on them by law.

SECTION 8.3. ADVISORY BODIES. In addition to those identified in these Bylaws, the Board, may designate one or more advisory committees, councils, task forces, and/or other advisory bodies (collectively, "advisory committees"), to report to the Board, which shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, advisory committees shall be led by such persons as the Board designates. An advisory committee may not act on behalf of the Society or bind it to any actions, but may make recommendations to the Board or to the officers of the Society.

SECTION 8.4. TERMS. Except as otherwise provided in these Bylaws, the Committee and advisory committee member terms shall commence on the date the committee or advisory committee member is appointed and end at the meeting of the Board held in conjunction with the Annual Meeting. Committee members shall serve terms of three (3) years and may only serve two (2) consecutive three (3) year terms. No one may serve on a Committee or Advisory Committee(s) for more than six (6) consecutive years unless the Board specifically approves an extension as necessary to advance the Society's Exempt Purpose.

SECTION 8.5. RESIGNATION OR REMOVAL. A committee or advisory committee member may resign at any time by providing written or email notice to the committee chair. A committee or advisory committee member may be removed by the Board for any reason, or no reason, at any time. A committee or advisory committee member who fails to attend three (3) consecutive committee or advisory committee meetings, without the committee or advisory committee's approval, shall be deemed to have resigned from the committee or advisory committee.

SECTION 8.6. VACANCIES. Vacancies in the membership of any committee or advisory committee shall be filled by the committee chair.

SECTION 8.7. CHAIR. To the extent these Bylaws or the resolution establishing a committee or advisory committee does not identify a chair for the committee or advisory committee, additional potential candidate(s) for Chair shall be submitted by the Committee for consideration by the Board. The President shall with the approval of the Board, and discussion with the outgoing chair, designate the chair for the committee or advisory committee. In the absence of a designated chair, the committee or advisory committee members in attendance at a

meeting of the committee or advisory committee shall select a chair for that meeting from among those committee or advisory committee members present.

SECTION 8.8. MEETINGS. Regular meetings of a committee or advisory committee may be established by the Board or by the committee or advisory committee. Committee or advisory committee meetings may also be called by the Board, the President, the committee or advisory committee chair, or by a majority of the committee or advisory committee members.

SECTION 8.9. NOTICE. Written or email notice of any committee or advisory committee meeting shall be delivered at least two (2) full working days in advance of any committee or advisory committee meeting.

SECTION 8.10. WAIVER OF NOTICE. Notice of any committee or advisory committee meeting may be waived in writing by mail, email, or any other electronic means by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8.11. QUORUM. A majority of a committee or advisory committee shall constitute a quorum, unless otherwise provided in these Bylaws or the resolution of the Board establishing a committee or advisory committee.

SECTION 8.12. MANNER OF ACTING. The act of a majority of the committee or advisory committee members present at a meeting at which there is a quorum shall be the act of the committee or advisory committee, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

SECTION 8.13. PARTICIPATION AT MEETINGS BY TELEPHONE OR OTHER COMMUNICATIONS EQUIPMENT. A committee or advisory committee member may participate in and act at any meeting of a committee or advisory committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 8.14. NO PROXY VOTING. No committee or advisory committee member may act by proxy on any matter.

SECTION 8.15. PRESUMPTION OF ASSENT. A committee or advisory committee member present at a meeting at which action is taken shall be presumed to have assented to the action taken unless her/his dissent is entered in the minutes of the meeting or unless s/he files a written or email dissent to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or forwards the dissent by registered or certified mail and/or email to the committee chair immediately after the meeting. Such right to dissent shall not apply to a committee or advisory committee member who voted in favor of the action.

SECTION 8.16. SUMMARIES. Summaries shall be kept of each committee meeting, and of each advisory committee meeting as directed by the Board. The committee chair shall ensure that summaries for each meeting are prepared and distributed to each committee or advisory committee member in advance of the subsequent committee or advisory committee meeting. The committee or advisory committee shall review, and if necessary revise the summary at the subsequent meeting of the committee or advisory committee.

SECTION 8.17. INFORMAL ACTION BY COMMITTEES. Any action that is required or may otherwise be taken at a committee or advisory committee meeting, may be taken without a meeting if a written or email consent, setting forth the action so taken, is approved by a quorum of the committee or advisory committee members. The

consent shall be evidenced in writing or email, setting forth the action taken and providing a record of the committee members' approval. The action taken shall be effective when a quorum of the committee or advisory committee members approve the consent unless the consent specifies a different effective date.

SECTION 8.18. COMPENSATION. Committee and advisory committee members shall not receive compensation for their services as a committee or advisory committee member. However, in accordance with the Society's policies, committee and advisory committee members may be reimbursed for their reasonable travel and other qualified expenses actually incurred.

SECTION 8.19. ANNUAL BOARD REPORT. At least annually, and in addition to any other reporting responsibilities of the committee or advisory committee, each committee and advisory committee shall provide a written or email report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.

SECTION 8.20. CHARTERS, GUIDELINES, AND RULES. The Board may adopt additional charters, guidelines, or rules for a committee or advisory committee as it deems necessary and appropriate. Each committee or advisory committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, these Bylaws, the resolution establishing the committee or advisory committee, or any charter, guidelines, or rules adopted by the Board for the committee or advisory committee.

SECTION 8.21. AUTHORITY OF THE BOARD. The Board may at any time dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a committee or advisory committee, which the Board determines to be in the Society's best interest.

ARTICLE IX

Standing Committees and Advisory Committees

SECTION 9.1. STANDING COMMITTEES. Subject to the provisions of Article VIII of these Bylaws, the Society shall have the following standing committees:

SECTION 9.1.1. EXECUTIVE COMMITTEE.

SECTION 9.1.1.1. COMPOSITION. The Executive Committee shall be composed of the Society's President, Immediate Past President, President-Elect, Secretary, and Treasurer, all of whom shall serve *ex-officio*. The President shall be the Executive Committee chair.

SECTION 9.1.1.2. RESPONSIBILITIES. Subject only to the limitations set forth in Article VIII, section 8.2 and applicable law, the Executive Committee shall act on behalf of the Board when a situation demands timely action by the Society and it is not practicable to call a meeting of the Board. The Executive Committee shall determine in its sole discretion whether such a situation exists. The Executive Committee shall notify the Board of the situation and inform the Board of its actions as soon as possible. The Executive Committee shall also perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.1.2. AUDIT AND FINANCE COMMITTEE.

SECTION 9.1.2.1. COMPOSITION. The Audit and Finance Committee shall be composed of the Society's President, President-Elect, Immediate Past President, Treasurer, Secretary,, and, optionally, two (2) Members appointed by the Board. The Society's Treasurer shall serve as the Audit and Finance Committee's chair. The Members appointed to the Audit and Finance Committee should have a basic understanding of finance, budgeting, accounting, internal controls, and be able to read and understand financial statements.

SECTION 9.1.2.2. RESPONSIBILITIES. The Audit and Finance Committee shall: (i) ensure the Society's financial resources are used to advance the Society's Exempt Purpose; (ii) develop and transmit recommendations for the Society's annual budget to the Board by the date set by the Board; (iii) ensure budget to actual financial reports are provided to the Board and any committee and/or individual as may be directed by the Board; (iv) develop, review and transmit recommendations for the Society's financial policies and procedures; (v) oversee the Society's local, state, and federal regulatory reporting (e.g., IRS Form 990 and AG990IL) compliance; (vi) ensure the Society has an independent audit of its financial statements annually; (vii) review the results of the Society's annual independent audit, the report of the auditor, any related management letter, and staff's responses to recommendations made by the independent auditor; and (viii) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.1.3. NOMINATING COMMITTEE.

SECTION 9.1.3.1. COMPOSITION. The Nominating Committee shall be composed of a minimum of five (5) individuals all of whom shall be Members of the Society. The Society's Immediate Past President shall be an *ex-officio* member of the Nominating Committee and shall serve as chair of the Committee. The remaining members of the Committee shall be recommended by the Chair and approved by the Board. There is no requirement that a majority of the Nominating Committee members be voting Board members. An individual shall not be eligible to serve as a member of the Nominating Committee after serving three (3) consecutive one (1) year terms, until after he/she has been off the Nominating Committee for at least two (2) consecutive years. The President shall serve as an *ex-officio* member of the Nominating Committee with voice, but without vote.

SECTION 9.1.3.2. RESPONSIBILITIES. The Nominating Committee shall be responsible for soliciting, qualifying, and nominating individuals for election or appointment to the Board and other Society volunteer leadership positions. In making each nomination, the Nominating Committee shall consider suggestions from Members of the Society and, in accordance with a stated Nominee Criteria approved by the Board, shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Society's Exempt Purpose. Without limiting the foregoing, the Nominating Committee shall strive to maintain a cross representation of the membership on the Board of Directors, including proportional regional and area of interest representation.

In addition, the Nominating Committee shall strive to ensure at least two-thirds (2/3) of the voting Board members are independent. An individual shall be considered independent if: (i) the individual is not compensated by the Society as an employee; (ii) the individual does not receive total compensation or other payments exceeding \$10,000 during the Society's tax year from the Society or from a related organization(s) as an independent contractor; (iii) the individual's

compensation is not determined by individuals or organizations who are compensated by the Society; (iv) the individual does not receive, directly or indirectly, material financial benefits from the Society except as a member of the charitable class served by the organization; and (v) the individual is not related to anyone described above (*as a spouse, sibling, parent, or child*) or reside with any person so described.

The specific nomination and election process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these Bylaws or the Articles of Incorporation.

SECTION 9.1.4. GOVERNANCE COMMITTEE.

SECTION 9.1.4.1. COMPOSITION. The Governance Committee shall be composed of at least three (3) individuals, the majority of whom shall be voting Board members. The Society's Secretary shall serve as an *ex-officio* member of the committee and as the committee's chair.

SECTION 9.1.4.2. RESPONSIBILITIES. The Governance Committee shall: (i) oversee the Society's volunteer leadership orientation, education, training, and development programs; (ii) at least every three (3) years review and make recommendations, if necessary, regarding the Society's governing documents including, but not limited to, these Bylaws and governance related policies, procedures, and practices; (iii) oversee volunteer compliance with the Society's governing documents, policies, and procedures including, but not limited to the Society's Conflict of Interest Policy; and (v) perform such other duties and responsibilities as the Board shall assign from time to time.

SECTION 9.1.5. PERFORMANCE REVIEW COMMITTEE.

SECTION 9.1.5.1. COMPOSITION. The Performance Review Committee shall be composed of five (5) voting Board members who personally receive no compensation, fees, or other benefits from the Society. The committee members shall include: the President, Immediate Past President, President-Elect, Secretary and Treasurer. However, the Board may alter the members of the Performance Review Committee. The Committee shall be chaired by the Treasurer.

SECTION 9.1.5.2. RESPONSIBILITIES. The Performance Review Committee shall: (i) annually establish the performance criteria for the management team, and review their actual performance against the previous year's performance criteria; and (ii) the Committee shall perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2. STANDING ADVISORY COMMITTEES. Subject to the provisions of Article VIII of these Bylaws, the Society shall have the following standing advisory committees:

SECTION 9.2.1. SCIENTIFIC PROGRAM ADVISORY COMMITTEES.

SECTION 9.2.1.1. COMPOSITION. A Scientific Program Advisory Committee shall be appointed for each Annual Meeting. Each Scientific Program Advisory Committee shall be composed of at least seven (7) individuals, all of whom shall be members of the Society. In addition to the seven, the President, Secretary and Treasurer shall be *ex-officio* members of each Scientific Program Advisory Committee. At least three (3) committee members must have previously served on a

Scientific Program Advisory Committee. At least one (1) committee member must be an Education and Training Advisory Committee member. Individuals may be members of more than one (1) Scientific Program Advisory Committee concurrently.

SECTION 9.2.1.2. RESPONSIBILITIES. Each Scientific Program Advisory Committee shall: (i) ensure the educational and scientific programs for the Society's Annual Meeting advance the Society's Exempt Purpose; (ii) annually develop and transmit to the Board recommendations regarding the educational and scientific programs for the Annual Meeting by the date(s) set by the Board; (iii) provide periodic reports to the Board regarding the Annual Meeting educational and scientific programs; and (iv) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.2. EDUCATION AND TRAINING ADVISORY COMMITTEE.

SECTION 9.2.2.1. COMPOSITION. The Education and Training Advisory Committee shall be composed of at least five (5) individuals, all of whom shall be members of the Society.

SECTION 9.2.2.2. RESPONSIBILITIES. The Education and Training Advisory Committee shall: (i) ensure the Society's education programs advance the Society's Exempt Purpose; (ii) recruit and assign, as necessary, individuals to serve on working groups for the purpose of developing educational programming; (iii) annually develop and transmit to the Board recommendations for the Society's education programs for the upcoming year by the date(s) set by the Board; (iv) work with the Audit and Finance Committee to develop a budget for the Society's education programs; (v) provide periodic reports to the Board regarding the Society's education programs; and (vi) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.4. MEMBERSHIP AND MARKETING ADVISORY COMMITTEE.

SECTION 9.2.4.1. COMPOSITION. The Membership and Marketing Advisory Committee shall be composed of at least five (5) individuals, all of whom shall be members of the Society.

SECTION 9.2.4.2. RESPONSIBILITIES. The Membership and Marketing Advisory Committee shall: (i) oversee the Society's member programs; (ii) ensure the Society's member programs advance the Society's Exempt Purpose; (iii) develop strategies to increase membership; (iv) develop marketing plans for Society scientific meetings; (v) assist with the coordination of exhibitor and program activities at Society scientific meetings; (vi) provide a forum for members to express concerns, seek information, and offer suggestions to the Society; (vii) work with the Audit and Finance Committee to develop a budget for the Society's member programs; (viii) provide periodic reports to the Board regarding the Society's member programs; and (ix) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.5. PUBLICATIONS ADVISORY COMMITTEE.

SECTION 9.2.5.1. COMPOSITION. The Publications Advisory Committee shall be composed of at least seven (7) individuals, all of whom shall be members of the Society.

SECTION 9.2.5.2. RESPONSIBILITIES. The Publications Advisory Committee shall: (i) oversee the Society's publications; (ii) ensure the Society's publications advance the Society's Exempt Purpose; (iii) annually develop and transmit to the Board recommendations for the Society's publications; (iv) work with the Audit and Finance Committee to develop a budget for the Society's publications; (v) provide periodic reports to the Board regarding the Society's publications; and (vi) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.6. SCIENCE POLICY ADVISORY COMMITTEE.

SECTION 9.2.6.1. COMPOSITION. The Science Policy Advisory Committee shall be composed of at least five (5) individuals, all of whom shall be members of the Society.

SECTION 9.2.6.2. RESPONSIBILITIES. The Science Policy Advisory Committee shall: (i) monitor, analyze and report to the Society on emerging ethical and public policy issues related to biological and environmental repositories; (ii) ensure the Society's science policy activities advance the Society's Exempt Purpose; (iii) work with the Audit and Finance Committee to develop a budget for the Society's science policy activities; (iv) provide periodic reports to the Board regarding the Society's science policy activities; and (v) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.7. WORKING GROUP OVERSIGHT ADVISORY COMMITTEE.

SECTION 9.2.7.1. COMPOSITION. The Working Group Oversight Advisory Committee shall be composed of the Directors-At-Large.

SECTION 9.2.7.2. RESPONSIBILITIES. The Working Group Oversight Committee shall: (i) oversee the establishment and functioning of Working Groups and Special Interest Groups. (ii) ensure the activities of the Society's Working Groups and Special Interest Groups advance the Society's Exempt Purpose; (iii) work with the Audit and Finance Committee to develop a budget for the Society's Working Groups and Special Interest Groups; (iv) provide periodic reports to the Board regarding the Society's Working Groups and Special Interest Groups; and (v) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.2.8. ORGANIZING ADVISORY COMMITTEE.

SECTION 9.2.8.1. COMPOSITION. The Organizing Advisory Committee shall be composed of: (i) a Chair appointed by the Board; (ii) the Society's President, President-Elect, Secretary and Treasurer all of who serve *ex-officio*; (iii) the Scientific Program Advisory Committee Chair(s) for the upcoming Annual Meeting; (iv) one (1) representative each from the Membership and Marketing, Education and Training, and Publications Advisory Committees; (v) Society members reflecting the geographical diversity of the Society; (vi) a Society member from the upcoming Annual Meeting host city or country; and (vii) such other members of the Society as the Board determines in its discretion.

At least three (3) committee members must have previously served on a Scientific Program Advisory Committee.

SECTION 9.2.8.2. RESPONSIBILITIES. The Organizing Advisory Committee shall:

(i) ensure the organizational structure of each Annual Meeting advances the Society's Exempt Purpose; (ii) annually develop and transmit to the Board recommendations regarding infrastructure (e.g. programming, abstract submission/review guidelines and organization, fundraising, awards, social events, promotion) and organization (e.g. development of planning timelines, program template, speaker invitation and budget policy, post-conference surveys, distribution of survey results) for the Annual Meeting; (iii) work with the Executive Director to solicit and evaluate potential venues for future Annual Meetings and provide recommendations to the Board who shall give final approval; (iv) work with the Audit and Finance Committee regarding the budget for each Annual Meeting; (v) provide periodic reports to the Board regarding Annual Meeting infrastructure and organization; (vi) work directly with the Program Advisory Committee to provide support for their review activities, or onsite meeting tasks (e.g., Session Chairs) as needed; (vii) oversee the Society's participation in any regional or ancillary meetings that require scientific contribution and/or program involvement (e.g. ISBER officers/members chairing or representing the Society at other meetings); and (viii) perform such other duties and responsibilities as may be assigned by the Board.

ARTICLE X Fiscal Matters

SECTION 10.1. CONTRACTS. The Board may authorize any officer or officers or agent or agents of the Society, in addition to the officers and agents so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

SECTION 10.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers or agent or agents of the Society and in such manner as shall from time to time be determined by the Board.

SECTION 10.3. DEPOSITS. All funds of the Society shall be deposited from time to time in such banks, trust companies, or other depositories as the Board may select.

SECTION 10.4. GIFTS. The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

SECTION 10.5. LOANS. Loans from the Society to any person or entity are prohibited.

SECTION 10.6. INDEPENDENT AUDIT. Annually, the Society shall have its financial books and records audited by an independent certified public accounting firm.

SECTION 10.7. BUDGET. The Board shall adopt a budget in advance of each fiscal year. The affairs of the Society shall be conducted in accordance with the Society's annual budget as approved or amended by the Board.

SECTION 10.8. STRATEGIC PLAN. The Board shall adopt a strategic plan identifying the Society's Exempt Purpose and the goals and activities the Society shall pursue to advance its Exempt Purpose. The Board shall review and update its strategic plan at least once every three (3) years.

SECTION 10.9. CHARITABLE SOLICITATIONS. The Board shall supervise the Society's fundraising activities to ensure that contributions to the Society are adequately protected and devoted to a proper purpose consistent with the Society's Exempt Purpose, and that all statements or representations made during solicitations to the public are true and correct.

SECTION 10.10. FINANCIAL POLICIES AND PROCEDURES. The Board shall adopt financial policies and procedures which shall include, but not be limited to: (i) prudent financial controls; (ii) budget policies and procedures; (iii) prudent investment policies and procedures consistent with the Illinois Uniform Prudent Management of Institutional Funds Act and/or any similar law applicable to the Society; (iv) prudent travel and expense reimbursement policies and procedures; and (v) require the Society's financial books and records be kept in accordance with generally accepted accounting principles.

SECTION 10.11. FISCAL YEAR. The fiscal year of the Society shall be January 1 through December 31.

ARTICLE XI Miscellaneous Provisions

SECTION 11.1. BOARD MEMBER AND OFFICER ANNUAL ORIENTATION. Annually, the Society shall provide officers and Board members orientation covering: (i) the Society's Exempt Purpose; (ii) the Society's governing documents; (iii) the Society's structure; (iv) the roles, duties, and responsibilities of officers, Board members, committees, advisory committees, chairs, and staff; (v) the Society's policies and procedures as the Board determines; (vi) the corporation's strategic plan and activities; (vii) the corporation's budget, budgeting process, and finances; and (viii) the Society's corporate and exempt status and the requirements of maintaining the same.

SECTION 11.2. CERTAIN STANDING POLICIES. The Society shall adopt and maintain the following policies: (i) conflict of interest; (ii) regulatory compliance policy including an IRS Form 1023 and Form 990 disclosure policy; (iii) independent audit; (iv) charitable solicitation and contribution; (v) compensation; (vi) record retention; and (vii) insurance.

SECTION 11.3. BOOKS AND RECORDS. The Society shall keep correct and complete books and records of account. The Society shall keep minutes of the proceedings of its Board. The Society shall keep at its registered or principal office a record giving the name, mailing address, telephone number, and email address of the Society's members, Board members, officers, committee and advisory committee members, and other volunteer leaders.

SECTION 11.4. COMPLIANCE WITH APPLICABLE LAW. The Society shall comply with all applicable United States local, state and federal laws and regulations as well as the applicable laws of any foreign jurisdiction in which it operates.

SECTION 11.5. DIRECTOR AND OFFICER DISCLOSURES. The Society shall maintain and make publicly available a current list of its Board members and officers.

SECTION 11.6. NOTICE.

SECTION 11.6.1. DELIVERED DEFINED. Any notice required under the provisions of the Illinois General Not For Profit Corporation Act, the Society's articles of incorporation, or these Bylaws shall be deemed "delivered" when it is: (i) transferred or presented to someone in person; (ii) deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Society, with sufficient first-class postage prepaid thereon; (iii) posted at such place and in such manner or otherwise transmitted to the person's premises as may be authorized and set forth in the articles of incorporation or these Bylaws; or (iv) transmitted by electronic means, including without limitation email and/or facsimile transmission, to the address that appears on the records of the Society.

SECTION 11.6.2. NOTICE AND ACTION BY ELECTRONIC MEANS. A notice or action required to be in writing by these Bylaws may be in an electronic form and transmitted or delivered by electronic means including, without limitation, email transmission. A notice or action transmitted by the Society by electronic means shall be deemed delivered as of the date and time it is transmitted by the Society to the email address, facsimile number, or other electronic contact information for an individual appearing on the records of the Society. A notice or action transmitted to the Society by electronic means shall be deemed delivered as of the date and time it is actually received by the Society.

SECTION 11.6.3. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act or under the provisions of the articles of incorporation or these Bylaws, a waiver thereof in writing by mail, email, or any other electronic means, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII Indemnification

SECTION 12.1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE SOCIETY. The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (*other than an action by or in the right of the Society*) by reason of the fact that he/she is or was a Board member, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society or, with

respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

SECTION 12.2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE SOCIETY. The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a Board member, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 12.4. DETERMINATION OF CONDUCT. Any indemnification under sections 13.1, 13.2, or 13.3 of this Article (*unless ordered by a court*) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the present or former Board member, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections 13.1, 13.2, or 13.3 of this Article. Such determination shall be made by the Board with respect to a person who is an employee or agent. With respect to a person who is a director or officer of the corporation at the time of the determination: (i) by the Board by a majority vote the voting Board members who were not parties to such action, suit, or proceeding, even though less than a quorum; (ii) by a committee of such voting Board members, even though less than a quorum, designated by a majority vote of such voting Board member; (iii) if there are no such voting Board members, or if such voting Board members so direct, by independent legal counsel in a written or email opinion; or (iv) by the Members.

SECTION 12.5. PAYMENT OF EXPENSES IN ADVANCE. Expenses (*including attorney's fees*) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Society.

SECTION 12.6. OTHER RIGHTS. The indemnification and advancement of expenses as provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of Members or disinterested voting Board members, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under this Article shall not be eliminated or impaired by an amendment to this Article after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such act or omission has occurred. Indemnification provided hereunder shall continue as to a person who has ceased to be a Board member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 12.7. INSURANCE. The Society may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Articles.

SECTION 12.8. MEMBER NOTICE. If the Society indemnifies or advances expenses under Section 13.2 of this Article to a director or officer, the Society shall report the indemnification or advance in writing by mail, email, or any other electronic means to the Members with or before the notice of the next meeting of the Members.

SECTION 12.9. DEFINITIONS. For purposes of this Article, references to “Society” and “corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, or agents, so that any person who was a director, officer, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 12.10. CONTINUING EFFECT. The indemnification and advancement of expenses provided by or granted under this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board member, officer, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

SECTION 12.11. SEVERABILITY. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIII Parliamentary Procedure

The conduct of meetings will be governed by Robert’s Rules of Order as most recently revised. In case of a conflict between Robert’s Rules of Order and these Bylaws or any rules adopted by the Society, these Bylaws and the rules adopted by the Society shall control.

ARTICLE XIV Amendments

SECTION 14.1. BYLAWS. The Bylaws may contain any provisions for the regulation and management of the affairs of the Society not inconsistent with applicable law or the Articles of Incorporation.

SECTION 14.2. AMENDMENT BY THE MEMBERS. The Bylaws may be amended upon the affirmative vote of two-thirds (2/3rds) of the Members present at a regular or special meeting of the Members at which a quorum is

present, provided that not less than thirty (30) days prior to the meeting a written or email notice, specifying the amendment, is given to each Member.