

## Bylaws – Society of Biomolecular Imaging and Informatics (SBI<sup>2</sup>)

### Article – I Board of Directors

**Section 1.01 General Powers.** The property, business, and affairs of the Society shall be managed by its governing board, which is referred to as the Board of Directors, in accordance with these Bylaws and the purposes of the Board of Directors. The duties of the Board of Directors shall be to engage in the overall stewardship of the Society, to determine the policies for the good of the Society, approve the budget, designate the terms for signatory authority for checks and agreements, approve changes in dues, review proposals for amendments to the Bylaws and Articles of Incorporation, and take other appropriate governance actions.

**Section 1.02. Qualifications.** In order to serve as a Board member, an individual must: (i) be over eighteen years of age; (ii) be dedicated to advancing the mission of the Society; (iii) be a Member of the Society; (iv) be independent (*as defined in this section*); and (v) not have a business or family relationship with any other Board member, officer, or employee of the Society. An individual is not required to be a resident of the State of North Carolina in order to serve on the Board. 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; (vi) the individual must disclose pertinent information as stated in the Society's Disclosure, Conflict of Interest, and Conduct Policy.

**Section 1.03. Term for the Initial Board.** In order to establish a stable Society and stagger terms among the Officers of the Society, beginning in 2013 the President and President-Elect shall have a two year initial term, then and thereafter the President, Past President and President-Elect will serve a one year term of office. The Secretary shall have a three year initial term; and thereafter a three year term for Secretary-Elect / Secretary. The Treasurer shall have a four year initial term; and thereafter a three year term for Treasure-Elect / Treasurer. The initial founding Board shall serve until the first SBI<sup>2</sup> annual meeting in the year their term in office expires and until their successors are duly elected and qualified.

**Section 1.04. Number and Term.** The Board members shall consist of the individuals elected as Officers (*described in Article – II*) and five individuals elected as Councilors. The number of voting Board members may not be decreased to fewer than three or may be increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent Board member. The elected Councilors shall be chosen by the membership of the Society for three-year terms, No elected member of the Council shall be eligible to serve for another term as Councilor until three years after the expiration of a full three-year term. A Councilor can serve as an Officer without waiting three years after the expiration of a term as Councilor. All candidates for Council and for elected Officers must be and remain members in good standing.

**Section 1.05. Nomination, Election, Vacancies.** The Board is empowered to establish candidate qualifications and to format the ballot in pursuit of the Society's priorities, including providing for a

segmented ballot aimed at broadening the representation of the membership. The slate of the Nominating Committee shall contain at least three more names than the number of vacancies for both full and unexpired terms. Additional nominations to the Board may be made by petition. Each petition must be signed by ten Society members and must contain a written statement by the nominee of willingness to serve on the Board. In order for the names of nominees to appear on the ballot, the Board must receive petitions by June 1. The ballots shall be distributed to all Society members by August 1, and must be returned to the Board before December 1. Those candidates receiving the highest number of votes shall be declared elected to fill the Board seats for the expired terms. Interim vacancies on the Board shall remain vacant until the next Annual Meeting, unless an appointment by the Board for the unexpired term is needed to have enough incumbents to fulfill the quorum requirements. Any vacancies in the Board that need to be filled to fulfill quorum requirements shall be filled by inviting the candidates who received the next highest number of votes to assume the vacant positions with the longest terms.

**Section 1.06. Meetings, Quorum.** The Board shall meet, at the call of the President, at the Annual Meeting and at least one additional time and place during the fiscal year. A quorum composed of not fewer than five members must be present to conduct business. Meetings of the Board shall be held at such place as may from time to time be fixed by resolution of the Board, including the annual Board meeting to be held in conjunction with the Annual Meeting. Special meetings may be held upon the call of the President or upon written request of three Board members. The Board may by resolution change the time of its meetings.

**Section 1.07. Special Meetings.** Special meetings of the Board may be called by or at the request of the Society President, or at least two Officers or Council members on the Board. The person or persons authorized to call special meetings of the Board may fix any place 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.

**Section 1.08. Notice.** Written notice of any special meeting of the Board shall be delivered to each Board member at least two 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.

**Section 1.09. Waiver of Notice.** Notice of any special meeting of the Board may be waived in writing signed 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 1.10. Voting, Conflict of Interest Clause.** In the manner of issues or subject matter where an individual with voting power is openly self-identified or identified by simple majority (greater than fifty percent) under closed ballot by the Board as having a conflict of interest (as stated in the Society's Disclosure, Conflict of Interest, and Conduct Policy), the member must leave the meeting and recuse oneself from voting.

**Section 1.11. Voting, Quorum.** A two-thirds 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.

**Section 1.12. 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 1.13. 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 1.14. No Proxy Voting.** No Board member may act by proxy on any matter.

**Section 1.15. Presumption of Assent.** A 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 is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or shall forward the dissent by registered or certified mail to the Secretary of the Society immediately (within one business day) after the meeting's adjournment. Such right to dissent shall not apply to a Board member who voted in favor of the action.

**Section 1.16. 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 subsequent Board meeting. The Board shall review, if necessary revise, and approve the draft minutes at subsequent Board meeting. Once approved, a copy of the minutes shall be provided to the Secretary to be filed in the Society's corporate records.

**Section 1.17. 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 consent in writing, setting forth the action so taken, is signed by all of the voting Board members. The consent shall be evidenced by a written document, or documents if separately signed, setting forth the action taken and providing a written record of the Board members' approvals. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the Society's corporate records. The action taken shall be effective when all the voting Board members have approved the consent, unless the consent specifies a different effective date.

**Section 1.18. Removal.** A Board member may be removed with or without cause, as specified by applicable statute.

**Section 1.19. Vacancies.** Any vacancy occurring in the Board, or any Board member seat to be filled by reason of an increase in the number of Board members, shall be filled by the Board 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 1.20. Compensation.** No Board member shall receive any compensation for service in such capacity, but the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of a Board of Director's duties.

**Section 1.21. Resignation.** Any member of the Council may resign by tendering a resignation in writing, which shall be effective upon acceptance by an Officer, such acceptance not unreasonably withheld.

## Article II — Officers

**Section 2.01.** The officers of the Society shall include a President, President-Elect, 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 to perform the duties prescribed, from time to time, by the Board. Only voting Board members may serve as President, President-Elect, Past-President, Secretary, and Treasurer. An individual may not simultaneously hold more than one office. The President, President-Elect, Secretary, and Treasurer will be appointed by founding members of the Society, and other Councilors on the Board will be appointed in the first year by Officers on the Board. In subsequent terms all Officers and Councilors shall be elected by Members of the Society.

**Section 2.02.** The President shall be designated after serving one year as President-Elect beginning in 2015. The President, after serving one year, shall be designated immediate Past President for one year beginning in 2015. 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 2.03.** A President-Elect shall be elected by a majority vote of the ballots cast in 2014 and shall become the President of the Society after serving one year as President-Elect beginning in 2015. 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 on a matter approved by the Board, and as instructed by a majority vote of the Board, 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.

**Section 2.04.** There shall be a Secretary of the Society who shall be elected by a majority vote of the ballots cast in 2014, who shall serve as Secretary-Elect for one year beginning in 2015 followed by a term of two years as Secretary. Nominees shall stand for election every three years thereafter. The Secretary shall have custody of the records of the Society, shall keep the minutes of the meetings of the Society and of the Council and shall notify members of all meetings.

**Section 2.05.** There shall be a Treasurer of the Society who shall be elected by a majority vote of the ballots cast in 2015, who shall serve as Treasurer-Elect for one year beginning in 2016 followed by a term of two years as Treasurer. Nominees shall stand for election every three years. The Treasurer shall be the principal accounting and financial officer of the Society. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Society, and perform the duties incident to the office of Treasurer and such other duties as assigned by the President or by the Board.

## Article III — Dues and Membership

**Section 3.01. Dues.** Dues shall be assessed on a calendar year basis and shall be paid no later than December 15 of the preceding year. Failure to pay dues within 2 months of the due date shall result in suspension of all member privileges. Failure to pay dues within 12 months of the due date shall result in forfeiture of membership. A member who has forfeited membership by nonpayment of dues must reapply for membership.

**Section 3.02. Categories.** There shall be seven categories of membership: Regular, Postdoctoral, Student, Honorary, Retired, Emeritus, and Corporate Members; with the rate of the annual dues for each category being subject to Board approval. All members shall pay such annual dues unless otherwise stated in support of the Society as determined by Board.

**Section 3.03. Regular.** A regular member shall pay annual dues applicable to regular members. In addition to the rights expressly granted to regular members under applicable law and these Bylaws, regular members shall enjoy such privileges as determined from time to time by the Society's Board.

**Section 3.04. Postdoctoral.** Postdoctoral researchers holding a Ph.D. or equivalent doctorate (e.g. M.D., D.V.M.) with an interest in biomolecular imaging and informatics and under the direction of a research mentor shall be eligible for Postdoctoral membership, subject to conditions set forth in the Bylaws. This category of membership may be maintained for up to six calendar years.

**Section 3.05. Student.** Students with an interest in biomolecular imaging and informatics, who are enrolled in a relevant professional graduate or undergraduate degree program, shall be eligible for Student membership, subject to conditions set forth in the Bylaws.

**Section 3.06. Honorary.** Honorary membership shall be awarded by the Society to persons who are not members of the Society in recognition of outstanding and sustained achievements in biomolecular imaging and informatics, subject to conditions set forth in the Bylaws. Candidates for Honorary membership are nominated by two Voting Regular members of the Society including members of the Board. Nominations shall be accompanied by seconding letters and information regarding career achievements in biomolecular imaging and informatics. Election of Honorary members shall be by a two-thirds majority vote of the Board. Not more than two Honorary members shall be elected during any one term of Council. Honorary members shall not be required to pay dues and shall not be eligible to hold office or any elective position in the Society, but shall have all the nonvoting privileges of the Society in scientific proceedings.

**Section 3.07. Retired.** A regular member of the Society who has retired from active work in the area of biomolecular imaging and informatics may be accorded retired status upon approval of the Board of Directors. Eligible members desiring Retired member status shall apply to Board in writing through the Secretary's office. Applications filed on or prior to December 15 shall be reviewed and acted upon by Board at its next meeting or as soon thereafter as possible. Effective retroactively to the first day of January of the year in which such application is acted upon by Board, members accorded "retired status" shall be relieved of the payment of their dues.

**Section 3.08. Emeritus.** A regular member of the Society who has maintained membership continuously for 15 years in good standing will become an Emeritus member unless he or she declines. This shall commence in 2023. Emeritus members shall not be required to pay dues; if formerly a Regular member, an Emeritus member shall retain their privileges of membership.

**Section 3.09. Corporate Members.** Companies that support the purposes of the Society.

**Section 3.10. Affiliates.** The President of the Society, with the approval of the Board members, may on an annual basis invite any firm, association, corporation, institution, or subdivision thereof, to become an Affiliate in support of the Society.

**Section 3.11. Voting.** Each Regular member of the Society together with each Retired or Emeritus member who was previously a Regular member shall be entitled to vote (a) on procedural matters raised during the annual business meeting of the Society and on all matters pertaining to the affairs of the Society which are duly presented for consideration at special business meetings of the Society membership and (b) by mail or by electronic transmission for election of officers of the Society and such other officials to be elected by the members under the Bylaws in force and (c) by mail or by electronic transmission on such other matters as may from time to time, pursuant to the Bylaws upon action taken at any business meeting of the members, be approved for submission to the Regular membership. Postdoctoral, Student, Retired and Emeritus members who were not previously or do not become Regular members shall have no voting rights and be deemed as a non-voting member.

**Section 3.12. Resignation.** Any Member or non-voting member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Members and non-voting members who resign their membership are not entitled to the return of previously paid annual dues or any portion thereof.

**Section 3.13. Reinstatement Following Resignation.** Within one year following resignation, a Member or non-voting member may reinstate their membership to the previous status by paying all dues and any other indebtedness owed to the Society. Following the one year anniversary of their resignation, a Member or non-voting member may only reinstate their membership through the application process applicable to all new Members and non-voting members, and the advanced payment of annual dues for the current year.

**Section 3.14. Termination of Membership.** The Society may terminate the membership of any Member or non-voting member if the Board determines such Member or non-voting member has engaged or is engaging in conduct that: (i) violates the Bylaws, policies, codes, rules or regulations of the Society, as may be amended from time to time; or (ii) is otherwise contrary to the interests of the Society. In the event the Board seeks to terminate any membership in accordance with this provision, the Society will notify the Member or non-voting member that the Board will consider terminating their membership during a meeting of the Board scheduled not less than twenty-one (21) days following the date the notice is provided to the member. The notice shall also inform the Member or non-voting member of the date of the Board meeting during which their membership termination will be considered, and notify them that they may submit a written response to the Board in advance of the meeting which the Board will review and consider when it determines whether to terminate their membership. The decision of the Board regarding whether to terminate the membership of any Member or non-voting member is final and not subject to appeal. A Member and non-voting member whose membership is terminated, is not entitled to the return of previously paid annual dues or any portion thereof.

**Section 3.15. Transfer of Membership.** Membership in the Society is not transferable or assignable.

**Section 3.16. No Membership Certificates.** No membership certificates shall be required for any membership class or category.

## Article IV — Meetings

**Section 4.01.** The Members shall conduct an annual meeting; the date, time, and place of which shall be determined by the Board.

**Section 4.02.** Any meeting of the Members, including annual and special meetings, may be held 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 North Carolina.

**Section 4.03.** Written 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 five nor more than sixty days before the date of such meeting, or, in the case of a removal of one (1) or more Board members, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than twenty nor more than sixty days before the date of the 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 4.04.** There shall be a business meeting of members of the Society to be held during the Annual Meeting. Matters of all kinds may be discussed but only procedural matters may be disposed of at this meeting. All substantive issues shall be decided by a majority vote of voting members by mail or by electronic transmission in the case of members who have previously in writing elected the option of voting by this means.

**Section 4.05.** Special business meetings of the Society may be called by the Board or upon written request of ten active members of the Society with approval of the Board members. The Secretary shall send notice to the members at least eight weeks in advance of such meetings and shall specify the business to be transacted. No business other than so specified shall be transacted at such meetings. A quorum of ten percent of the voting membership shall constitute a quorum for transacting substantive business at a special business meeting. Special meetings of the Members may be called by the President, the Board, or by not less than two-thirds (67%) of the members for the purpose or purposes stated in the call of the meeting.

**Section 4.06.** The Council shall meet prior to the Annual Meeting of the Society to conduct such business as is set forth in the Constitution and Bylaws. Two-thirds of the Council shall constitute a quorum for this meeting. Minutes of the Council meeting shall become a part of the official record of the Society.

**Section 4.07.** There shall be a Scientific Session as part of the Annual Meeting to be arranged by the Annual Meeting Committee. All members except Postdoctoral and Student members shall be able to sponsor papers according to rules established by Council.

**Section 4.08.** 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 4.09.** Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. 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 4.10.** 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 and signed by the inspector, or by a majority of them if there is more than one (1) inspector acting at the meeting. 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.

**Section 4.11.** With respect to an annual Board of Directors meeting or Special meetings in which attendance of a Board member is requested, and in such a meeting where a Board member is unable to be physically present, attendance can be satisfied by participating in such meeting through the use of electronic technology including telephone or other telecommunication services; and such attendance is considered satisfactory for establishing a quorum.

## Article V – Fiscal Matters

**Section 5.01. Contracts.** The Board may authorize any officer or officers or agent or agents of the Society, in addition to the officers 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 5.02. 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. In the absence of such determination by the Board, such instruments shall be signed by the President, and countersigned by the Treasurer of the Society. For checks more than \$10,000 signature by both the President and Treasurer are required.

**Section 5.03. 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 5.04. 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, following the rules and regulations of the IRS.

**Section 5.05. Loans.** Loans from the Society to any person or entity are prohibited.

**Section 5.06 Independent Audit.** Beginning in 2014 and annually thereafter, the Society shall have its financial books and records audited by an independent auditor or, alternatively, certified by a certified public accountant, as determined by the Board.

**Section 5.07. 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 5.08. Strategic Plan.** The Board shall adopt a strategic plan identifying the Society's mission and the goals and activities the Society shall pursue to advance its exempt purposes.

**Section 5.09. Financial Policies and Procedures.** The Board shall adopt financial policies and procedures which shall include: (i) prudent financial controls; and (ii) require the Society's financial books and records be kept in accordance with generally accepted accounting principles.

## **Article VI – Amendments**

**Section 6.01. Amendments.** The power to alter, amend, or repeal these Bylaws or adopt new and other Bylaws shall be vested in the Society's Board. These Bylaws may contain provisions for the regulation and management of the affairs of the Society not inconsistent with the law or the articles of incorporation. Amendments to these Bylaws or the articles of incorporation shall be provided to the Internal Revenue Service or any other governmental entity as required by applicable law.