

The International Plasmalogen Society
By-laws of the Society

ARTICLE I. Offices

SECTION 1. Offices. The principal office of the corporation (the "Society") shall be located at such place as the Executive Council may authorize.

SECTION 2. Purpose. The purpose of the Society is to provide a forum to facilitate communication, cooperation and collaboration with respect to all aspects of the study of plasmalogens. In order to carry out this purpose, the Society shall sponsor symposia useful to those engaged in the study of plasmalogens and to be attended both by its own members and other individuals engaged in similar endeavors. The Society may sponsor other activities related to plasmalogen science, including but not limited to, publications, prizes, and newsletters.

ARTICLE II. Corporate Seal

SECTION 3. Corporate Seal. If the Executive Council adopts a corporate seal, such seal shall have inscribed hereon the name of the Society and the state and date of its incorporation. If and when a seal is adopted by the Executive Council, such seal may be engraved, lithographed, printed, impressed upon or affixed to any contract, conveyance or other instrument executed by the Society.

ARTICLE III. Members

SECTION 4. Members.

The Executive Council may establish one or more classes of persons associated with the Society and provide for eligibility requirements for membership and rights and duties of members of such classes, which may include the obligation to pay dues. Such persons or classes may be referred to as "members". References to members in these bylaws are to all classes of members, except where limited by resolution of the Executive Council in establishing such classes. The Executive Council may also designate persons as members in recognition of services performed to the Society.

SECTION 5. Meetings. Meetings of the members shall be held at any place designated by the Executive Council. In the absence of any such designation, members' meetings shall be held at the Society's principal office.

ARTICLE IV. Executive Council

SECTION 6. Powers. Subject to the provisions of law, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of a board of directors, which shall be referred to as the "Executive Council." The Executive Council may delegate the management of the activities of the Society to any person or persons, management company or committee, however composed, provided that the activities and affair of the Society shall be managed and exercised under the ultimate direction of the Executive Council.

SECTION 7. Number of Executive Council Members. The Executive Council shall consist of at least seven (7) but no more than fifteen (15) members. The exact number shall be fixed within those limits, from time to time, by resolution of the Executive Council. The Executive Council shall include the President, Vice-President, the Past-President and President-Elect, as applicable, of the Society. The remaining seats on the Executive Council shall be held by persons elected or appointed in accordance with these bylaws and in any manner established by resolution of the Executive Council. Such non-officer members of the Executive Council shall be referred to as "Councilors." In addition, the Executive Council may designate *ex officio* members of the Executive Council who may attend meetings and act in a non-voting, advisory capacity only.

SECTION 8. Election of Councilors & Term. Except as provided below, the Councilors shall be elected by the members of the Society and shall serve staggered three-year terms. Councilors may be re-nominated, and, if reelected, shall serve for a maximum of one additional term. The Councilors shall be elected in a staggered fashion, approximately one-third in the first year, one-third in the second year, and one-third in the third year, if possible. Councilors shall be elected by ballot prior to a general meeting of the Society.

The Executive Council may fix the initial term of any newly created seat on the Executive Council or of any newly appointed Councilor at any period of time that does not exceed 3 years in order to stagger properly the terms of the Councilors.

Notwithstanding the foregoing, the Executive Council may in its discretion reserve the right to appoint up to one-half of the authorized number of Councilors, for any reason, including to obtain a broad representation on the Executive Council of the diverse interests and geographic origins of the members of the Society, maintain continuity on the Executive Council, or to appoint members experienced in the affairs of the Society. Preferably, such an appointed Councilor will have previously served as an officer or Councilor.

Candidates to fill open seats on the Executive Council resulting from the expiring terms of elected Councilors shall be nominated by the Nominating Committee. Reasonably in advance of the next general meeting of the Society, at such time determined by the Executive Council, the Nominating Committee shall prepare a slate of candidates and submit it to the Executive Council for approval. A candidate that is not approved by the Executive Council shall not be nominated for election and the Nominating Committee shall select a substitute to fill out the slate of candidates. The Nominating Committee shall then inform the Secretary/Treasurer of the names of the candidates. The Secretary/Treasurer shall prepare the written ballots and send them to the members of the Society at an appropriate time and set the deadline for receipt of these ballots reasonably in advance of the annual meeting of the Society. Councilors shall be elected by a plurality of the votes cast by the specified deadline for voting.

The results of the election shall be announced at a general meeting, and the newly elected individuals shall assume their duties following the general meeting of the Society or at another time set by the Executive Council.

SECTION 9. Resignations. Any Councilor of the Society may resign, effective upon giving written notice to the President, Secretary/Treasurer, or the Executive Council, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be appointed pursuant to Section 8 of these bylaws to take office on the date the resignation becomes effective.

SECTION 10. *Removal.* Any member of the Executive Council may be removed from office, with cause, by the vote of a majority of the other Executive Council members then in office.

SECTION 11. *Vacancies.* A vacancy or vacancies on the Executive Council shall be deemed to exist in case of the death, resignation or removal of any member of the Executive Council, or upon an increase in the authorized number of members of the Executive Council. Such vacancy or vacancies shall be filled by appointing the person receiving the next highest number of votes in the most recent Councilor election, with respect to elected Councilors; by the approval of the remaining members of the Executive Council, though less than a quorum, or by a sole remaining member of the Executive Council, with respect to elected Councilors; or in any other manner specified by the Executive Council.

SECTION 12. *Regular Meetings.* Regular meetings of the Executive Council shall be held at such times, places and dates as fixed by the Executive Council, provided that at least one regular meeting shall be held in connection with a general meeting of the Society. Regular meetings of the Executive Council held pursuant to this Section 12 may be held without notice.

SECTION 13. *Participation by Telephone or Other Electronic Communication.* Executive Council members may participate in decisions that the Executive Council considers appropriate by electronic mail.

SECTION 14. *Special Meetings.* Special meetings of the Executive Council for any purpose may be called by the President, the Vice-President or any two Councilors.

SECTION 15. *Notice of Meetings.* Notice of the date, time, and place of all meetings of the Executive Council, other than regular meetings held pursuant to Section 12 herein, shall be given at least two weeks before the meeting. These notices should be provided by electronic mail or by telephone.

SECTION 16. *Place of Meetings.* Meetings of the Executive Council may be held any place that can be reached by air at a major hub city.

SECTION 17. *Action by Written Consent Without a Meeting.* Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all of the Executive Council members then in office consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Executive Council. Such action by written consent shall have the same force and effect as a vote of such Executive Council members.

SECTION 18. *Quorum and Transaction of Business.* A majority of the Executive Council members then in office shall constitute a quorum for the transaction of business, provided that

such majority constitutes no fewer than one-third of the authorized number of Executive Council members. Every act or decision done or made by a majority of the Executive Council members present at a meeting duly held at which a quorum is present shall be the act of the Executive Council, unless the law, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of members of the Executive Council, if any action taken is approved by at least a majority of the number of Executive Council members constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Executive Council, a majority of the Executive Council members present may adjourn the meeting, as provided in section 19 of these bylaws.

SECTION 19. *Adjournment.* Any meeting of the Executive Council, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Executive Council members present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Executive Council members who were not present at the time of the adjournment.

SECTION 20. *Organization.* The President shall serve as the chairperson of the Executive Council and shall preside at every meeting of the Executive Council, if present. If the President is not present, the President-elect shall act as chairperson. The Secretary/Treasurer of the Society or, in the absence of the Secretary/Treasurer, a person appointed by the chairperson shall act as secretary/treasurer of the meeting.

SECTION 21. *Compensation.* Members of the Executive Council and members of committees shall receive reimbursement for expenses, as may be fixed or determined by the Executive Council, but shall not receive compensation for their services.

SECTION 22. *Committees.* The Executive Council may, by resolution adopted by a majority of its members then in office create one or more committees, each consisting of members of the Executive Council. The Executive Council may appoint one or more alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Executive Council, and may have all the authority of the Executive Council in the management of the activities affairs of the Society, except with respect to:

- (a) The filling of vacancies on the Executive Council or any committee which has the authority of the Executive Council;
- (b) The amendment or repeal of these bylaws or the adoption of new bylaws;
- (c) The amendment or repeal of any resolution of the Executive Council which by its express terms is not so amendable or repealable.

ARTICLE V. Officers

The officers shall be President, Vice-President, Treasurer and Secretary. They shall be nominated by a Nominating Committee appointed by the Executive Council. Recommendations of the Nominating Committee need to be approved by a majority of the Executive Council voting and voted on by the Active Committee Members; of which fifty percent must vote to make the

election valid, and they must receive a majority vote. Nominations shall be held on the first night of a general meeting. Their terms of office shall begin immediately after the election.

SECTION 24. Officers. The officers of the Society shall consist of a President, Vice-President, President-Elect and Past-President, Secretary and Chief Financial Officer. The positions of Secretary and Chief Financial Officer shall be held by the same person, called the "Secretary/Treasurer." The officers of the Society shall be elected by the members of the Society. Candidates for election shall be nominated by the Nominating Committee, with the approval of the Executive Council.

The President and Vice-president shall serve for a two-year term in office. The President-elect shall be elected in the year prior to taking office and shall automatically become President upon expiration of the term of the current President. The President shall automatically become Past-President for one year on the expiration of the two-year term. The Past-President shall be eligible for re-nomination only after a two-year hiatus.

President:

The President's duties shall be:

- (a) To preside at all meetings of the Executive Council (or Active Committee Members)
- (b) To personally represent the Society on proper occasions
- (c) To assist all other officers with their duties if necessary
- (d) To vote only when one vote is necessary to break a tie

Vice-president:

The Vice-President's duties shall be:

To perform the duties of the President in his/her absence or inability to serve or when the President wishes to step down from the chair.

Treasurer:

The duties of the Treasurer shall be:

- (a) To receive all the funds of the Society
- (b) To keep an accurate record of receipts and expenditures
- (c) To payout the funds only when ordered by the Society
- (d) To present a report of the financial status of the Society at every meeting and other times of the year when requested by the Society
- (e) To sign all checks drawn on the bank account

Secretary:

The Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Executive Council determines.

The Secretary shall attend all meetings and have the following duties:

- (a) To keep the minutes of all Committee meetings properly recorded
- (b) To receive and answer all correspondence in relation to the Society and perform all other duties as may be required
- (c) To keep a record of the proceedings of the Executive Council and of the meetings of the general membership of the Society
- (d) To keep the Register of Members
- (e) To issue all notices of the Executive Council relating to general meetings of the Society

(f) Maintain membership application and renewal forms and a list of the names and physical address members

The Secretary/Treasurer shall be elected for a three-year term. The Secretary/Treasurer may be nominated for reelection to one additional three-year term.

The outgoing Secretary/Treasurer shall continue to serve as an *ex officio*, non-voting member of the Executive Council for the period necessary following expiration of the outgoing Secretary/Treasurer's term of office to oversee payment of the costs of the Symposium and to prepare a final accounting of that meeting.

SECTION 25. Elections. Officers shall be elected by email ballot prior to the annual meeting of the Society. Elections should be held reasonably in advance of the next general meeting of the Society, the Nominating Committee shall prepare a slate of nominees and submit it to the Executive Council for approval. The Nominating Committee shall then inform the Secretary/Treasurer of the names of the candidates nominated and deliver their signed consent forms. The Secretary/Treasurer shall prepare the written ballots and send them to the members of the Society at an appropriate time and set the deadline for receipt of these ballots, reasonably in advance of the annual meeting. Officers shall be elected by a plurality of the votes received by the specified deadline for voting.

The results of the election shall be announced at the annual meeting, and the newly elected individuals shall assume their duties following the annual meeting of the Society.

SECTION 26. Inability to Act. In the case of the absence or inability to act of any officer of the Society or of any person authorized by these bylaws to act in such officer's place, the Executive Council may from time to time delegate the powers or duties of such officer to any other officer, or other person whom it may elect, for such period of time as the Executive Council deems necessary.

SECTION 27. Vacancies. A vacancy occurring in any office for any reason shall be filled by appointing the person receiving the next highest number of votes in the most recent election for such office or in any other manner specified by the Executive Council.

ARTICLE VI. Contracts, Loans, Bank Accounts

SECTION 28. Contracts. The Executive Council may authorize any officer(s) or member(s) of the Society by the bylaws, to enter into any contract or transaction and deliver any instrument in the name of and on behalf of the Society. The authorization may be general or specific. In the absence of another designation, the President and the Secretary shall make all corporate deeds, mortgages and instruments of assignment or pledge. Before authorizing or approving the contract or transaction, the Executive Council considers and in good faith decides after reasonable investigation that the Society could not obtain a more advantageous arrangement with reasonable effort under the circumstances. The Society for its own benefit enters into the transaction, which is fair and reasonable.

SECTION 29. Loans. No loans shall be contracted on behalf of the Society and no negotiable paper shall be issued in its name, unless and except as authorized by the Executive Council or its duly appointed and authorized committee. The Society shall not allow anyone to contract on

behalf of it for indebtedness for borrowed money or issue the evidence unless the Executive Council authorizes such a contract by resolution.

SECTION 30. *Bank Accounts.* The Secretary/Treasurer may authorize the opening and keeping of general and/or special bank accounts with banks, trust companies or other depositories. The Executive Council or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as are deemed advisable. The Executive Council shall authorize by resolution which officer(s) or member(s) may sign and issue all checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Executive Council shall also determine by resolution the manner in which these documents will be signed and issued.