

BYLAWS OF THE INTERNATIONAL SOCIETY FOR BIOLUMINESCENCE AND
CHEMILUMINESCENCE

A Nonprofit Organization

ARTICLE 1

Offices

1.01 Principal Office.

The principal office of the Society in the State of Texas shall be located at such place as the Executive Council may authorize. If that principal office is located outside the State of Texas, the Executive Council shall also fix and designate a principal office in the State of Texas. Additional offices shall be located at such places as the Executive Council may authorize from time to time.

1.02 Registered Office.

The Society shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Society in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Council.

ARTICLE 2

Purposes

2.01 Purposes.

The general purpose of the Society shall be to promote the fundamental and applied science of bioluminescence and chemiluminescence throughout the world. The Society has four principal objectives:

- (a) To organize and coordinate international conferences and workshops ON bioluminescence and chemiluminescence throughout the world.
- (b) To disseminate knowledge and information concerned with all aspects of bioluminescence and chemiluminescence through the publication of the proceedings of its major scientific symposia, the development or acquisition of a professional journal to be managed as an official organ of the Society, and other appropriate and effective means of scientific communication.
- (c) To contribute to the world debate on the stability of ecosystems throughout the world, particularly those where bioluminescence plays a major role, and where bioluminescence or chemiluminescence technology has analytical potential.
- (d) To promote and support the public understanding of science, by organizing and supporting educational and natural history initiatives targeted at the lay public and schools.

2.02 Specific Aims of the Society.

- (a) To organize at regular intervals International Symposia on Bioluminescence and Chemiluminescence.
- (b) To organize regular workshops and small meetings throughout the world.

- (c) To promote conservation of luminous species throughout the world, and encourage natural history and ecology projects providing new information on their distribution and biology.
- (d) To promote the application of bioluminescence and chemiluminescence in education and the public understanding of science.
- (e) To provide a forum for interaction between industry and academics of different disciplines doing research in the fields of bioluminescence and chemiluminescence.
- (f) To provide a forum for standardization of nomenclature and units of measurement.
- (g) To provide a mechanism for interaction between the subjects of bioluminescence and chemiluminescence and other scientific disciplines, particularly other societies.

ARTICLE 3 Membership

3.01 Membership.

The membership of the Society shall consist of Members (including Charter Members), Emeritus Members, Corporate Members, Student Members, and Honorary Members.

3.02 Members.

(a) Qualifications.

A person who shares the stated purpose of the Society and who has educational, research, or practical experience in bioluminescence and/or chemiluminescence or in an allied scientific field may become a Member upon payment of membership dues as set by the Executive Council for the current year.

Charter Members are those who have joined the Society and who have paid their dues for 1995.

(b) Suspension and Deemed Resignation.

A Member in arrears for dues payment shall receive two notices to that effect, at time intervals determined by the Executive Council, and shall not be considered to be a Member in good standing during the time such Member is in arrears. After one year in arrears with two notices to that effect, a Member shall be considered and treated as though such Member had resigned from the Society.

(c) Privileges.

Only Members in good standing shall have the right to vote, to receive journals included in membership dues, to hold office, or to sponsor papers at meetings of the Society.

3.03 Emeritus Members.

A Member who has retired or become emeritus may apply to the Executive Council for election to emeritus status. Granting of emeritus status shall be the sole prerogative of the Executive Council, as it deems appropriate. Emeritus Members shall have all the rights and privileges of Members, except for the receipt of journals,

and shall pay such dues as shall be set by the Executive Council. Emeritus Members shall have the option of subscribing to journals at a rate set by the Executive Council, not to exceed the actual cost of a subscription negotiated by the Society with the publisher.

3.04 Corporate Members.

Companies and individuals with demonstrated activity and beneficial interest in the field of Bioluminescence and/or Chemiluminescence, which are interested in supporting the Society by paying an annual contribution to be determined by the Executive Council, may be elected as Corporate Members by vote of the Executive Council. Such Corporate Members shall receive privileges determined by the Executive Council with respect to representation at Symposia, Exhibition Space at Symposia, and other rights, excluding voting. Individuals associated with the corporate membership program may vote and hold office if they are also individual Members of the Society in good standing.

3.05 Student Members.

A person who shares the stated purpose of the Society and is a student seeking a degree at an accredited educational institution may become a Student Member. Student Members shall have all rights and privileges of Members, except for the receipt of Journals, and shall pay such dues as shall be set by the Executive Council. Student Members shall have the option of subscribing to journals at a rate set by the Executive Council, not to exceed the actual cost of a subscription negotiated by the Society with the publisher.

3.06 Honorary Members

The Executive Council may elect individuals to Honorary Membership, when in the judgement of the Executive Council such individuals have made substantial and exemplary contributions to the field of bioluminescence and chemiluminescence and/or have provided meritorious service to the Society. Honorary Membership shall be for the duration of the life of the Member. Honorary Members shall have all the rights and privileges of Members, except for the receipt of journals, and shall pay no dues. Honorary Members shall have the option of subscribing to journals at a rate set by the Executive Council, not to exceed the actual cost of a subscription negotiated by the Society with the publisher.

3.07 Resignation.

Any Member may resign by filing a written resignation with the Secretary of the Society.

3.08 Transfer of Membership.

Membership in this Society is not transferable or assignable.

ARTICLE 4

Meetings of the Membership

4.01 Annual Meeting.

An annual meeting of the Membership shall be held during each fiscal year, for the transaction of such business as may come before the meeting of the Membership.

4.02 Special Meetings.

Special meetings of the Membership may be called by the President, the Executive Council, or not less than ten percent (10%) of the Membership.

4.03 Place of Meeting.

The Executive Council may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Executive Council or Membership. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Society in the State of Texas; but if all of the Membership shall meet at any time and any place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

4.04 Notice of Meeting.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each Member not less than fourteen (14) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Society, with postage thereon prepaid.

4.05 Informal Action by Members.

Any action required by law to be taken at a meeting of the Membership or any action which may be taken at a meeting of the Membership may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Members entitled to vote with respect to the subject matter thereof.

4.06 Quorum.

A quorum for any meeting of the Membership of the Society shall consist of one-tenth of the total number of Members with voting privileges. If a quorum is not present at any meeting of Membership, a majority of the Members present may adjourn the meeting from one time to a future time without further notice.

4.07 Voting by Mail.

Where Councilors or officers are to be elected by the Membership, such election may be conducted by mail in such manner as the Executive Council shall determine.

ARTICLE 5

Officers

5.01 Officers.

The officers of the Society shall consist of

- (a) President;
- (b) President-Elect;

- (c) Immediate Past President;
- (d) Secretary;
- (e) Treasurer;
- (f) Immediate Past Secretary or Immediate Past Treasurer; and
- (g) Publications Secretary.

5.02 Elections, Appointments and Terms of Office.

- (a) President-Elect, President, and Immediate Past President.

The President shall serve for a two-year term in office. The President-Elect shall be elected in even-numbered years, and shall take office as President-Elect after the Society business meeting at the next major international scientific symposium of the Society or on January 1 of the following year, whichever shall come first. After serving for two years as President-Elect, the President-Elect shall automatically become President, assuming that office after the Society business meeting at the major scientific symposium two years after being elected as President-Elect. The President shall automatically become Immediate Past President for two years upon expiration of the two-year term as President. The Immediate Past President shall be eligible for reelection as President-Elect only after a two-year hiatus.

- (b) Secretary and Immediate Past Secretary.

The Secretary shall be elected for a four-year term in an even-numbered year, the year of election to be staggered with the election of the Treasurer, and shall take office as Secretary after the Society business meeting at the next major international scientific symposium of the Society or on January 1 of the following year, whichever shall come first. After serving for four years as Secretary, the Secretary shall automatically become Immediate Past Secretary, and shall serve in that office for two years. After serving for two years as Past Secretary, the Past Secretary shall be eligible for reelection as Secretary only after a two-year hiatus.

- (c) Treasurer and Immediate Past Treasurer.

The Treasurer shall be elected for a four-year term in an even-numbered year, the year of election to be staggered with the election of the Secretary, and shall take office as Treasurer after the Society business meeting at the next major international scientific symposium of the Society or on January 1 of the following year, whichever shall come first. After serving for four years as Treasurer, the Treasurer shall automatically become Immediate Past Treasurer, and shall serve in that office for two years. After serving for two years as Past Treasurer, the Past Treasurer shall be eligible for reelection as Treasurer only after a two-year hiatus.

The four-year terms of the Secretary and Treasurer shall be staggered, such that only one or the other shall be elected in each even-numbered year.

- (d) Publications Secretary.

The Publications Secretary shall be appointed from the membership by majority vote of the Executive Council for a four-year term, to take office after the Council meeting at which he or she is appointed. The Publications Secretary shall serve at the pleasure of the Executive Council, and may be reappointed.

The outgoing Publications Secretary shall continue to serve as an ex-officio, non-voting, member of the Executive Council for the period necessary, after the final meeting of holding office, in order to oversee publication of the Proceedings from that symposium.

(e) Elected and Appointed Councilors.

In addition to the President, President-Elect, Immediate Past President, Secretary, Treasurer, Immediate Past Secretary or Immediate Past Treasurer, and Publications Secretary, the Executive Council of the Society shall include six elected Councilors and up to two appointed Councilors. Elected Councilors shall be elected to provide broad representation from the major scientific groups of the Society, with an international distribution. Elected Councilors shall be chosen by the membership of the Society for four-year terms in a staggered fashion, three to be elected every two years.

In addition, the Executive Council may appoint up to two additional Councilors to two-year terms, when deemed necessary, in order to obtain a broad representation on the Council of the diverse scientific interests of the Society, a reasonably broad geographical representation, and continuity of experience in the affairs of the Society. Elected and appointed Councilors shall be eligible for reelection or reappointment for additional terms up to a maximum of eight consecutive years as Councilors; after eight consecutive years as a Councilor, no Councilor shall be eligible for election or appointment as a Councilor again until two years after the eighth year as a Councilor.

When there is no elected officer or Councilor resident in the state of Texas, one of the appointed Councilors may be a resident of Texas in order to fulfill the legal requirement of an office in Texas as stated in Article 1 of the bylaws. Preferably, such a Councilor shall have previously served as an officer or Councilor. Any Councilor appointed under this provision shall serve for a term of two years, and may be reappointed.

5.03 Elections of the Officers and Councilors.

Elections shall be held in even-numbered years, with a President-Elect, a Secretary or a Treasurer, and three Councilors to be chosen in each election. The Nominating Committee shall inform the Secretary of the names of the nominees and deliver signed consent forms (Section 7.04) by 31 January in each even-numbered year. The Secretary shall prepare the written ballots and send them to the members of the Society by 1 March of the same year, with a deadline of 15 April for receipt of returned ballots. The Secretary shall appoint two tellers to supervise the counting of the ballots. Nominees for President-Elect, Secretary or Treasurer receiving a majority or a plurality of ballots cast shall be considered to have been elected. Positions of Councilor shall be filled by the appropriate number of nominees receiving the highest numbers of votes.

5.04 Assumption of Office.

The newly elected officers shall assume their duties after the Society business meeting at the next major international scientific symposium of the Society or on 1 January of the following year, whichever shall come first.

5.05 Inability to Act.

In the case of 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 it may choose, for such period of time as the Executive Council deems necessary.

5.06 Vacancies.

A vacancy occurring in any office for any reason may be filled by appointment by the Executive Council by majority vote. The interim officer or Councilor shall serve until the vacancy can be filled by a regular election of the Society.

5.07 President.

(a) The President shall be the chief executive officer of the Society and shall exercise general supervision and control over the activities and affairs of the Society, subject to the control of the Executive Council. The President may sign and execute, in the name of the Society, any instrument authorized by the Executive Council, except when the signing and execution thereof shall have been expressly delegated by the Council or by these bylaws to some other officer or agent of the Society. The President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Executive Council or these bylaws.

(b) The President shall have discretion to prescribe the duties of other officers and employees of the Society in a manner not inconsistent with the provisions of these bylaws and the directions of the Executive Council.

(c) If the President is absent or temporarily disabled, the Immediate Past President shall carry out the duties of the President, but in the event that the office becomes vacant due to death, disability or other cause, the President-Elect shall assume the responsibilities of the office, without shortening the future term to be served as President. If the Presidency becomes vacant when there is no President-Elect, the Executive Council shall elect one of its number Acting President until a regularly elected President takes office.

(d) The President shall appoint an appropriate Program Committee for the next major international scientific meeting of the Society. The President may also appoint a Symposium director who shall work with the symposium management.

(e) The President may also select a management organization for each major international scientific meeting, with the advice of the Executive Council.

(f) The President shall also appoint a committee to recommend sites for forthcoming symposia not already firmly committed as to location and time.

(g) The President shall preside over and determine the time and place of the regular business meeting of the Society, to be held in conjunction with the major international scientific symposium of the Society.

5.08 Secretary.

(a) The Secretary shall keep, or cause to be kept, minutes of all meetings of the Executive Council and committees of the Council, if any. Such minutes shall be kept in written as well as electronic form;

(b) The Secretary shall keep, or cause to be kept, at the principal office of the Society, or if the principal office is not in Texas, also at its designated principal office in

Texas, an original or copy of the Articles of Incorporation and these bylaws as amended;

(c) The Secretary shall give, or cause to be given, notice of all meetings, of the Executive Council and committees of the Council, as required by law or by these bylaws;

(d) The Secretary shall keep the seal of the Society, if any, in safe custody;

(e) The Secretary shall keep, or cause to be kept, permanent historical records of the Society;

(f) The Secretary shall oversee the preparation, mailing, and collection of ballots for Society elections, as described in Section 5.03;

(g) The Secretary shall exercise such powers and perform such duties as are usually vested in the office of secretary, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Executive Council or these bylaws.

5.09 Treasurer.

(a) The Treasurer shall maintain the membership lists of the Society, send notices of annual dues to all members, send two successive notices to members whose dues payments are in arrears, and receive dues payments;

(b) The Treasurer shall keep and maintain adequate and correct books and records of account for the Society, including but not limited to preparing and managing separate budgets for the Society offices and for the Symposium offices;

(c) The Treasurer shall receive or be responsible for receipt of all monies due and payable from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the Society and be responsible for deposit of all such monies in the name and to the credit of the Society with such depositories as may be designated by the Executive Council or by a duly appointed and authorized committee of the Council;

(d) The Treasurer shall disburse or be responsible for the disbursement of the funds of the Society as may be ordered by the Executive Council or by a duly appointed and authorized committee of the Council;

(e) The Treasurer shall render to the President and the Executive Council a statement of the financial condition of the Society at quarterly or other appropriate intervals as determined by the Executive Council.

(f) The Treasurer shall recommend to the Executive Council the annual dues for full, student, emeritus and corporate members of the Society.

(g) The Treasurer shall recommend to the Executive Council for each major international scientific meeting the fees for commercial exhibits and for delegate registrations, using as a basis, prior costs and detailed estimates of anticipated costs. The Council may, if it deems appropriate, authorize the Treasurer to make the final decision on these matters.

(h) After the final meeting of holding office as Treasurer, the Immediate Past Treasurer shall oversee payment of any symposium and/or Executive Council meeting expenses, and prepare a final accounting for that meeting. Surplus funds from any symposium sponsored by (financially guaranteed by) the Society shall accrue to the Society, and royalties and any other proceeds from Society-sponsored publications shall accrue to the Society.

(i) The Treasurer shall exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such

other powers and perform such other duties as may be prescribed from time to time by the Council or these bylaws.

5.10 Publications Secretary.

The Publications Secretary shall oversee all publications associated with the Society, including any journals, abstracts for the major international scientific meeting, etc., and prepare a Society newsletter as authorized by the Executive Council. If the Executive Council authorizes appointment of a Publications Committee, the Publications Secretary shall chair that committee.

5.11 Removal.

Any officer elected or appointed by the Executive Council may be removed by the Executive Council whenever in its judgement the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE 6

Executive Council

6.01 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 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 affairs of the Society shall be managed and exercised under the ultimate direction of the Executive Council.

6.02 Number of Executive Council Members.

The Executive Council of the Society shall be the officers and elected and appointed Councilors of the Society, all of whom shall be elected or appointed as described under Sections 5.02 and 5.03.

6.03 Election of Executive Council Members, Term.

All members of the Executive Council of the Society shall hold office until their respective successors are elected and have qualified, or until their death, resignation, or removal.

6.04 Resignations.

(a) Any Executive Council member of the Society may resign effective upon giving written notice to the President or the Secretary of the Society, 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 or elected pursuant to Sections 5.06 and 6.06 of these bylaws to take office on the date the resignation becomes effective.

(b) Notwithstanding the foregoing, except upon notice to the Attorney General of the State of Texas, no member of the Executive Council may resign if such resignation would leave the Society without a duly elected Executive Council member or members in charge of its affairs.

6.05 Replacement.

Any member of the Executive Council may be removed from office with cause, as determined by the Executive Council in its sole discretion, by the vote of a 2/3 majority of the other members of the Executive Council then in office, and replaced with an appointed interim officer or councilor to serve until the next regular society election.

6.06 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 authorized increase in the authorized number of Executive Council members if, for whatever reason, there are fewer members on the Executive Council than the full number authorized. Such vacancy or vacancies may be filled by the remaining members of the Executive Council, though less than a quorum, or by a sole remaining member of the Executive Council.

6.07 Regular Meetings.

Regular meetings of the Executive Council shall be held at such times, places and dates as fixed by the Executive Council. Regular meetings of the Executive Council held pursuant to this Article 6 may be held with or without notice, but notice, including a proposed agenda, shall normally be given. Two such regular meetings shall be held, normally in even-numbered years, in conjunction with the major international scientific symposium of the Society: first, shortly before the Society business meeting, and again shortly after the business meeting.

6.08 Participation by Telephone.

Executive Council members may participate in an Executive Council meeting through use of conference telephone or similar communications equipment, so long as all members of the Executive Council participating in such meeting can communicate with one another. Such participation shall be deemed presence in person at such meeting.

6.09 Special Meetings.

Special meetings of the Executive Council for any purpose may be called by the President, the Secretary, or a majority of Executive Council members.

6.10 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 6.07 above, shall be delivered in writing, at least one month before the meeting. Such notice may be given by the Secretary of the Society. Such notice shall include a proposed agenda of the meeting. Special meetings in addition to the two regular meetings at the time of the major international scientific symposium may be held without one month notice, provided that all Executive Council members have been notified ahead of time.

6.11 Place of Meetings.

Meetings of the Executive Council may be held at any place which has been designated in the notice of the meeting, within or without the State of Texas.

6.12 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 a majority of Executive Council members individually or collectively consent in writing to such action. Such written consent may be given by means of mail, fax, or electronic mail vote, and 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.

6.13 Quorum and Transaction of Business.

A majority of the authorized number of members of the Executive Council shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the 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 one or more Executive Council members, but any actions taken subsequent to such withdrawal must be approved by a number at least equal to 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 to another time and place, as provided in section 6.14 of these bylaws.

6.14 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 adjournment.

6.15 Organization.

The President shall preside at every meeting of the Executive Council, if present. If the President is not present, the President-Elect or Immediate Past President, in that order, shall act as chair. The Secretary of the Society or, in the absence of the Secretary, the Past Secretary, or another person appointed by the Chair, shall act as secretary of the meeting.

6.16 Compensation.

Members of the Executive Council and members of committees may receive such reimbursement for expenses, in whole or in part, as may be fixed or determined by the Executive Council, should the Executive Council in its sole discretion decide to do so, but shall not receive compensation for their services.

ARTICLE 7 Committees

7.01 Committees.

The Executive Council may, by resolution adopted by a majority of the Executive Council members then in office, provided a quorum is present, create one or more committees, each consisting of members of the Society to serve at the pleasure of the

Executive Council. Appointments to such committees shall be made by the President of the Society. Chairs of all committees of the Society must be chosen from the Executive Council.

In the case of committees that shall have and exercise the authority of the Executive Council, each such committee shall consist of two or more persons, a majority of whom are voting members of the Executive Council; to the extent not prohibited by these bylaws or the Articles of Incorporation, the remainder of committee members need not be voting members of the Executive Council. Other committees not having and exercising the authority of the Executive Council, may be designated and appointed by a resolution adopted by a majority of the Executive Council at which a quorum is present, or by the President. Membership on such committees may, but need not be, limited to voting members of the Executive Council.

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 affairs of the Society, except with respect to:

- (a) the approval of any action for which the approval of the members or approval of a majority of all members would be required;
- (b) the filling of vacancies on the Executive Council or any committee which has the authority of the Executive Council;
- (c) the amendment or repeal of these bylaws or the adoption of new bylaws;
- (d) the amendment or repeal of any resolution of the Executive Council which by its express terms is not so amendable or repealable;
- (e) the appointment of other committees of the Executive Council or the members thereof.

The foregoing provisions of this Section 7.01 shall not apply to any committee which is not authorized to exercise the authority of the Executive Council.

7.02 Alternates.

The Executive Council may appoint one or more alternate members of any committee to replace any absent member at any meeting of such committee.

7.03 Meetings.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Sections 6.09 and 6.10 of these bylaws for meetings of the Executive Council. The provisions of Sections 6.08, 6.11, 6.12, 6.13, and 6.14 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee members" were substituted for the words "Executive Council" and "Council members", respectively, throughout such sections.

7.04 Nominating Committee.

Persons to be elected for offices of the Executive Council to become vacant in the following year shall be nominated by a Nominating Committee, the members of which are to be appointed by the President a minimum of nine months prior to elections. Notice of such appointments shall be promptly sent by the President to the Executive Council. The Nominating Committee shall consist of at least three members of the Executive Council, and shall be chaired by the Immediate Past President. If the Immediate Past President is unable to carry out this duty, the President shall appoint another chair from among the Executive Council membership.

It shall be the responsibility of the Nominating Committee to prepare lists of nominees from the membership and to ascertain the willingness of each nominee, if elected, to serve. The Nominating Committee shall attempt to provide nominees who would ensure a broad representation on the council of the diverse scientific interests of the Society, a reasonably broad geographical representation, and continuity of experience in the affairs of the Society. Representation on the Executive Council from individual members associated with commercial organizations as well as academics is to be encouraged. For each vacancy for President-Elect, for Secretary, and for Treasurer, the Nominating Committee shall name at least two persons and not more than three from the Membership of the Society. Additional nominations for President-Elect, Secretary, or Treasurer may be made by the Membership in the form of a petition or letter signed by not fewer than ten persons from the Membership. The slate of nominees for Councilor, all from the Membership of the Society, shall contain at least one more name than the number of vacancies for Councilors. Additional nominations for Councilor may be made by the Membership in the form of a petition or letter signed by not fewer than ten persons from the Membership. A written statement by each nominee indicating consent to having his or her name on the ballot and willingness to serve if elected must be received by the chair of the Nominating Committee prior to preparation of the ballot. The chair of the Nominating Committee shall forward the list of nominees and consent forms to the Secretary of the Society by 31 January of the election year.

7.05 Finance Committee.

The President with the approval of the Executive Council may appoint a Finance Committee comprising the Treasurer and two additional members of the Executive Council to serve as an advisory committee regarding all aspects of the finances of the Society. This shall include, but not be limited to, investment of reserve funds, fixing of dues, registration fees for symposia, etc. The Chair of the Finance Committee shall be the Treasurer. It shall be his or her duty to make reports and make recommendations at Council meetings on all financial matters.

7.06 Scientific Advisory Board.

There may be established a Scientific Advisory Board consisting of persons from the membership of the Society appointed by majority vote of the Executive Council for four-year terms, when in the judgement of the Executive Council such persons would provide a point of view enhancing the representation of the diverse scientific, geographic, academic, or commercial constituencies of the Society and/or continuity of experience in the affairs of the Society.

The President and the Executive Council may seek the advice of the Board, individually or collectively, formally or informally, at any time or on any subject that the President or the Executive Council deems appropriate. Members of the Scientific Advisory Board shall be invited to attend and participate in meetings of the Executive Council in a non-voting capacity, and minutes of Council meetings and notices of actions taken shall be provided to Scientific Advisory Board members. The powers of the Scientific Advisory Board, if any, shall only be derived from a delegation of authority from the Executive Council as the Executive Council deems appropriate.

7.07 Other Committees.

Other committees shall be appointed by the President to serve for the organization of symposia, presentation of awards, and other activities of the Society. The chairs of such committees shall report to the President.

ARTICLE 8

Contracts, Checks, Deposits, and Gifts

8.01 Execution of Contracts and Other Instruments.

Except as these bylaws may otherwise provide, the Executive Council or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authorization may be general or confined to specific instances.

8.02 Limits of Authority.

Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

8.03 Loans.

(a) 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. When so authorized, any officer or agent of the Society may effect loans and advances at any time from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Society and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the Society, and to that endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Society. Such authorization may be general or confined to specific instances.

(b) As prohibited by the Texas Nonprofit Corporation Act, the Society shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.

8.04 Bank Accounts.

The Treasurer may authorize the opening and keeping of general or special bank accounts, or both, 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.

8.05 Checks, Drafts, etc.

All checks, drafts or others for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents, of the Society, in such manner, as shall be determined from time to time by resolution of the Executive Council or its duly appointed and authorized committee. Endorsements for deposit to the credit of the Society in any of its duly authorized depositories may be made, without counter-signature, by the President or the Chief Financial Officer or by any other agent of the Society to whom the Executive Council or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the Society.

8.06 Gifts, Grants and Donations.

The Executive Council 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. The Executive Council may apply for grants or secure donations for specific projects that are consistent with the purpose of the Society.

ARTICLE 9

Books and Records

9.01 The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Council, and committees having any of the authority of the Executive Council, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

The Executive Council may by majority vote approve the hiring of an outside audit firm to conduct an audit of the financial records of the Society at any time.

ARTICLE 10

Indemnification

10.01 Mandatory Indemnification.

The Society shall indemnify any person who is or was a Member of the Executive Council, officer, employee, or agent of the Society for and to the full extent authorized by the laws of the State of Texas as they are presently and may hereafter be constituted, and provided that the indemnification permitted under Section B of Vernon's Ann. Civ. St. Article 1396-2.22A shall be mandatory.

ARTICLE 11
Waiver of Notice

11.01 Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Society Act or under the provisions of the Articles of Incorporation of the Society or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12
Amendments to Bylaws

12.01 Authority to Amend.

To the extent not inconsistent with the law of the State of Texas and the Articles of Incorporation for the Society, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Members of the Executive Council present and entitled to vote at any regular meeting or any special meeting, if at least two (2) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting. Voting by the Executive Council shall be by written ballot. If the voting by the Executive Council is carried out by mail ballot, adoption shall require approval of a majority of all Executive Council members entitled to vote. The Executive Council shall seek the advice of the membership of the Society at a Society business meeting or by mail ballot, as it deems appropriate, when such proposed amendments represent a substantive change in the bylaws.

12.02 Notice.

Proposed modification of the bylaws should be distributed by the Secretary to members of the Executive Council.

ARTICLE 13
Miscellaneous

13.01 Fiscal Year.

To the extent not inconsistent with any federal law or the law of the State of Texas, the fiscal year of the Society shall be as set by resolution of the Executive Council.

13.02 Inspection Rights.

The Executive Council by majority vote, shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the Society, and to inspect the physical properties of the Society. Such inspection may be made by a committee appointed by the Executive Council and the right of inspection includes the right to copy and make extracts.

13.03 Construction and Definition.

Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the Texas Nonprofit Corporations Act and the common

law of Texas shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.