

# BYLAWS OF THE INTERNATIONAL SOCIETY FOR TRANSGENIC TECHNOLOGIES INC.

## ARTICLE I MEMBERSHIP

**Section 1. *Membership Requirements.*** Membership of International Society for Transgenic Technologies Inc., a Type B not-for-profit corporation (hereinafter called the “Society”) is open to all individuals in full possession of their faculties with an interest in pursuing the aims of the Society. Members shall, moreover, be professionals or students in transgenic animal research, generation or analysis fields, or shall participate in the training and education or development of products or services for animal transgenesis professionals.

**Section 2. *Membership Categories.*** Members shall be classified under one of the following membership categories:

Ordinary Members: Individuals who are professionals in the field of genome engineering, whether commercial or academic.

Student or Technician members: Student members should be currently involved in training in the field of genome engineering. Technician members are those who work in the field, but who work under the supervision of another person, and who do not direct or manage the laboratory/service unit.

Emeritus Members: Members who are retired and who wish to remain associated with the Society.

Honorary Members: Individuals of recognized prestige or individuals who may have contributed significantly to animal transgenesis or to the promotion or development of the Society. The Board of Directors shall be responsible for appointing honorary members.

Any other membership category proposed by the Board of Directors and approved by the General Assembly.

Ordinary, student and technician members will incur dues for continued membership. Dues will be set such that Ordinary members will pay more than Student or Technician members. Emeritus and Honorary members will not incur dues for membership.

**Section 3. *Termination of Membership.*** Membership in the Society shall terminate in any of the following circumstances:

When a member voluntarily resigns by means of a written notification to the Board of Directors.

When a member fails to comply with his/her financial obligations by not paying membership dues. The Treasurer, or designate, shall duly notify both the member in question and the Board of Directors of any failure to comply with this obligation.

When, on the basis of member misconduct that prejudices the interests of the Society or that is scientifically unethical, expulsion is proposed by the Board of Directors and agreed by two-thirds of the attendees at an extraordinary meeting of the General Assembly.

**Section 4. *Members’ Rights and Responsibilities.***

a. *Rights of Ordinary, Student, Technician and Emeritus Members.* Ordinary, Student, Technician and Emeritus members shall have the following rights:

- To take part in any activities organized by the Society that comply with its purpose.
- To benefit from all the advantages accruing to the Society.
- To participate in General Assembly meetings with voice and vote.
- To identify and nominate, from among willing Society members, replacements for outgoing members of the Board of Directors.
- To elect candidates and to present themselves as candidates for positions of responsibility within the Society.

- To receive information on the actions adopted by the representative bodies of the Society.
- To put forward suggestions to the Board of Directors in relation to the pursuit of the aims of the Society.

b. *Obligations of Ordinary, Student, and Technician members.* Ordinary, Student, and Technician members shall have the following obligations:

- To comply with these bylaws and the decisions of the Board of Directors and the General Assembly.
- To pay their annual membership dues.
- To attend General Assembly meetings and other relevant acts.
- To fulfill, as appropriate, the obligations inherent to the post occupied by them.
- To contribute with their professional behavior and activities to the good name and prestige of the Society.

c. *Obligations of Emeritus Members.* Emeritus Members shall have

- All the obligations of Ordinary, Student and Technician members listed above, except for paying membership dues.

d. *Rights and Obligations of Honorary Members.* Honorary Members shall have

- All the obligations of Ordinary, Student, Technician and Emeritus members listed above, except for paying membership dues.
- Have the same rights as Ordinary, Student, Technician, and Emeritus members listed above, and they may participate in General Assembly meetings by voice, but shall have no right to vote, elect candidates or present themselves as candidates for positions of responsibility within the Society.

**Section 5. *Membership Dues - Failure to Pay.*** Annual membership dues will fall due on the 1st day of January each year and shall be payable no later than the 31st day of January each year. New members joining at any time during the year shall pay the full annual fee for the corresponding year.

Members whose dues are in arrears shall have their membership revoked. They will not receive publications nor communications of the Society and shall be ineligible to vote.

Any member who has been dropped for non-payment may be reinstated as a member upon payment of dues for the year in which reinstatement is desired.

## ARTICLE II GENERAL ASSEMBLY

**Section 1. *The General Assembly.*** The General Assembly is the supreme governing body of the Society and shall be composed of all its members.

**Section 2. *General Assembly Meetings.*** The General Assembly shall hold both ordinary and extraordinary meetings.

General Assembly Meetings may be held in person, virtually, or a combination of both using any communication resource or meeting tool available via the internet or other suitable network.

Representation: Members can be represented by any other member at each General Assembly Meeting, by a written notice/proxy or email sent to the Board of Directors. One member may represent a maximum of three (3) others.

General Assembly Meeting Quorum: Both ordinary and extraordinary meetings of the General Assembly shall be deemed as validly constituted, irrespective of whether in response to a first or second call, when attended by a minimum of 10% of members with voting rights and when at least 50% of the attendees are not members of the Board of Directors.

General Assembly Meeting Voting:

- Ordinary General Assembly actions shall be adopted by a majority vote of members having voting rights that are present or represented, when, once all null and blank votes and abstentions have been excluded, votes in favor outnumber votes against (a “Majority Vote”).
- Extraordinary General Assembly actions shall be adopted by a vote of two-thirds (2/3) of members having voting rights that are present or represented with all null and blank votes and abstentions being excluded (a “Two-Thirds Vote”).
- Voting may be done in person or virtually.

*Ordinary Meeting:* An ordinary meeting shall be held at least once a year, and shall, if possible, coincide with a conference or seminar promoted or organized by the Society, such as the “**TT Meeting**”. It shall, moreover, be held within ten months from the end of the Society’s fiscal year.

Ordinary meetings shall be convened in writing, indicating the place, date and time of the meeting and including an agenda listing the items to be discussed. At least fifteen (15) days’ notice shall be given of the first call to a meeting of the General Assembly, and if appropriate, a second call shall be indicated for the meeting, with no more than one hour elapsing between the times indicated for the called meetings. The following items must be discussed and approved during an Ordinary Meeting:

- To approve, as necessary, the management activities of the Board of Directors.
- To approve changes in membership dues based upon recommendation from the Board of Directors.
- To examine and approve the annual accounts.
- To elect or remove Directors.
- To sell or dispose of assets.
- To agree, as necessary, on the remuneration of the members of the representative bodies of the Society.
- To approve new membership categories.
- To approve additional internal rules and regulations as proposed by the Board of Directors, providing these do not enter into conflict with these bylaws.
- Any other powers that are not specifically attributed to any other representative body of the Society.

*Extraordinary Meeting:* Extraordinary meetings shall be called by the President with concurrence of the Board of Directors as circumstances dictate, or when proposed in writing by a minimum of 25% of the Society members. Extraordinary meetings shall be convened in writing, indicating the place, date and time of the meeting and including an agenda listing the items to be discussed. At least fifteen (15) days’ notice shall be given of the first call to an extraordinary meeting of the General Assembly, and if appropriate, a second call shall be indicated for the meeting, with no more than one hour elapsing between the times indicated for the called meetings. The items to be discussed shall be duly indicated. The following procedures must be discussed and approved during an Extraordinary Meeting:

- Dissolution of Society.
- Amendment of Society’s certificate of incorporation.
- Amendment of these bylaws: A proposal to amend these bylaws will be considered for approval by an extraordinary meeting of the General Assembly, provided said proposal is presented, in writing and with the signature of at least five (5) members of the Society, to the President of the Society with at least thirty (30) days’ notice. The remaining members of the Society, moreover, shall be notified of the proposal for amendment of these bylaws at least two weeks in advance of its discussion in the extraordinary meeting of the General Assembly convened for this purpose.
- Expulsion of any members as proposed by the Board of Directors.

## **ARTICLE III BOARD OF DIRECTORS**

**Section 1. General.** The Society shall be managed and represented by a Board of Directors, which shall include the elected Officers of the Society. The Board of Directors has the power to take any actions aimed at achieving the purposes of the Society. However, the Board of Directors must obtain prior express authorization of the General Assembly for any actions requiring such authorization under these bylaws. The Board of Directors has the power to take the following actions (without prior authorization from the General Assembly):

- To assume responsibility for financial and administrative control of the Society and for its acts, and as required, to approve contractual undertakings and legal acts.
- To execute the decisions of the General Assembly.
- To review the annual accounts and budget and to present these for approval by the General Assembly.
- To reach agreement in regard to the admission of new members.
- To appoint delegates for specific activities of the Society.
- To draw up additional internal rules and regulations with a view to ensuring the proper functioning and management of the Society, and, providing these do not enter into conflict with these bylaws, to obtain the corresponding approval of the General Assembly.
- To propose additional membership categories and to have these approved by the General Assembly.
- Any other powers that do not fall within the exclusive scope of the powers of the General Assembly.

**Section 2. Composition and Qualifications.** The Board of Directors shall have a total of eleven (11) voting members comprised of three (3) Officers (see Article IV) and eight (8) Directors. As required, the total number of Board members with voting rights may be increased to a maximum of fifteen (15) Directors or decreased to such number not less than three (3) by a majority vote of attendees at a meeting of the General Assembly. No decrease in the number of Directors shall shorten the term of any incumbent Director. Any vacancy created by an increase in the number of Directors shall be filled as provided in Section 7 of Article III hereof. Directors must be at least eighteen years of age and ISTT members in good standing.

**Section 3. Election and Tenure.** The Directors of the Society, except as otherwise provided by law or these bylaws, shall be elected by the General Assembly using methods that enable all members to participate. Elected Directors shall hold office until their successors are elected and have qualified. Elected Directors will serve for 36 months, with the term beginning at the Transgenic Technology meeting during or immediately following their election. At least one third (1/3) of the Board of Directors (3 Directors) shall be renewed every 18 months. Nominations for incoming Directors shall take place during the immediate twelve months prior to the upcoming Transgenic Technology Meeting. Voting for nominated Directors shall take place in the immediate 6 months prior to the General Assembly held at the upcoming Transgenic Technology meeting and may utilize in-person or virtual balloting.

**Section 4. Director Term of Office.** No member of the Society may be re-elected to serve as a Director for more than two (2) consecutive terms (72 months). The term of office for any Director shall commence at the General Assembly of a Transgenic Technology Meeting (meeting number 1) or 36 months after the previous Director took office (whichever occurs first) and shall end at the General Assembly of the third consecutive Transgenic Technology Meeting (meeting number 3) or 36 months after taking office (whichever occurs first). Directors may have their term of office extended beyond 36 months when their replacement is not available to start by the end of the 36-month term at the sole discretion of the Board. In this case, the term shall end when their replacement formally accepts their post on the Board. For clarity, Directors may be re-elected for one consecutive term, and after re-election or resignation, shall not be eligible to stand for election as a Director for a minimum of one full election cycle (18 months). They, however, will be eligible to run for an Officer position.

**Section 5. Resignation.** Any Director of the Society may resign at any time by giving his or her resignation to any Director of the Society. Unless otherwise specified therein, the acceptance of a resignation shall not be

necessary to make it effective.

**Section 6. Removal.** Any of the elected Directors may be removed, either with or without cause, in the following two (2) instances: (1) by a Majority Vote of the General Assembly in instances involving breach of duty or (2) as a consequence of the expiry of a term of office.

**Section 7. Newly Created Directorships and Vacancies.** Any vacancies in the Board of Directors shall be provisionally covered by the remaining Directors until such time as an election is called by the General Assembly for purposes of electing a replacement.

**Section 8. Compensation.** No Director shall receive compensation for duties related to their status as a Director, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for their expenses, except pursuant to authorization of the General Assembly. This section shall not preclude any Director from serving the Society in any other capacity or from receiving compensation for such services and reimbursement for his/her related expenses.

**Section 9. Advisory and Ex-Officio Members of the Board of Directors.** By virtue of their duties within the Society, additional ISTT members may serve in an advisory or *ex officio* non-voting capacity. These members will be appointed by the Board of Directors rather than elected, and may include the following:

a. *Transgenic Technology Meeting Chairs.* The Chair(s) of the next Transgenic Technology Meeting shall be part of the Board of Directors as *ex officio* non-voting member(s) from the end of the previous Transgenic Technology Meeting until the end of the Transgenic Technology Meeting for which the Chair is responsible. For clarity, the person holding this position will not have a vote on Board actions unless they are coincidentally a current elected Board member.

b. *Past President.* Past Presidents shall serve in an advisory capacity to the Board of Directors from the end of their respective elected terms for one additional period (three consecutive TT Meetings). Past Presidents are not elected for this position and do not have a vote on Board actions. Past Presidents may not be current elected Board members.

c. *Webmaster.* The webmaster of the Society is appointed by the Board of Directors to oversee developing content and maintaining the Society's website and shall serve in an advisory capacity to the Board of Directors. There shall be no term limits for a Webmaster, but a Webmaster must be appointed or re-appointed by each newly constituted Board of Directors after an election and may be removed, with or without cause, by agreement of two-thirds majority of the Board of Directors or by agreement of the majority of members attending a meeting of the General Assembly. The person holding this position will not have a vote on Board actions unless they are coincidentally a current elected Board member.

d. *Treasurer and Assistant Treasurers.*

- The Treasurer shall be appointed by the Board of Directors from qualified applicants after an open call for applications. The Treasurer shall oversee the collection and safeguarding of all funds of the Society and shall implement payment orders issued by the President. The Treasurer shall ensure full and accurate accounts of all the monies received by them and paid by them on account of the Society are kept. The Treasurer shall make and sign such reports, statements, and instruments as may be required by the Board of Directors or by the laws of the United States or of any state in which the Society operates and shall perform such other duties as usually pertain to the position. The Treasurer must be able to perform all financial duties required within the existing banking system of the Society. There shall be no term limits for a Treasurer, but a Treasurer must be appointed or re-appointed by each newly constituted Board of Directors after an election and may be removed, with or without cause, by agreement of two-thirds majority of the Board of Directors or by agreement of the majority of members attending a meeting of the General Assembly. The person holding this position will not have a vote on Board actions unless they are coincidentally a current elected Board member.
- The Assistant Treasurer, if any, shall be selected by the Board from among the Board of Directors and may, in the absence or disability of the Treasurer, or at their request, perform the duties and exercise the powers of the Treasurer.

**Section 10. Meetings of the Board of Directors.** Meetings of the Board of Directors shall be held at such times and at such places as may be determined by the President acting on behalf of the Board of Directors or, in the absence of such action, at the request of half plus one of the Directors. Meetings may be held in person or virtually. The proceedings of such meetings shall have a written record that is stored electronically and available to all Board and Society members upon request.

**Section 11. Notice of Board of Directors Meetings.** Notice of the time and place of each meeting of the Board of Directors shall be given by the President or the Secretary, or by the two members of the Board calling the same not less than three (3) days before the meeting by electronic mail to each member of the Board. Notice of a meeting of the Board of Directors or a committee thereof need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting. Any Director who attends a meeting of the Board or a committee thereof without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed to have waived notice. The meeting shall be duly called and held if notice is given to, or is waived by, all absent Directors.

**Section 12. Quorum.** A quorum shall be required for the transaction of business at all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these bylaws. A quorum shall consist of not less than a majority of the entire Board.

**Section 13. Voting.** Each Director and Officer present shall have one vote on actions requiring a vote. A vote by the majority of the Board members present shall decide any question that may come before the meeting. In the event of a tied vote, the President shall cast the tie-breaking vote. A majority of the Board members present at any meeting, even if less than a quorum, may adjourn the meeting by approved motion at the meeting.

**Section 14. Procedure.** The order of business and all other matters of procedure at each meeting of the Board of Directors may be determined by the presiding Officer or Director.

**Section 15. Committees of the Board.** The Board of Directors may, by resolution or resolutions adopted by a majority of the entire Board, constitute committees that will address specific concerns of the General Assembly, each consisting of at least one Director and other members from the General Assembly as needed. Committees will be designated as standing committees or *ad hoc* committees. Standing committees can be one or more committees that address ongoing issues of the Society which may include membership concerns, nominations for Director and Officer positions, evaluation and determination of the ISTT Prize and Young Investigator awardees, and oversight of the Transgenic Technology meetings. Ad hoc committees may include those that evaluate and recommend educational activities, address the 3Rs within transgenic technology, evaluate proposals for grant funding when available, and other issues as suggested by membership or the Board of Directors. Each committee thus assembled, to the extent provided by the committee charge, shall have all the authority of the Board of Directors, except insofar as its exercise of authority may be inconsistent with any provision of law, the certificate of incorporation or these bylaws. Additionally, committee actions requiring distribution of Society funds are subject to approval by the Board of Directors, who maintain fiscal responsibility for the Society.

*Nominations Committee:* The Nominations Committee will have a unique role in the Society as it has the responsibility for requesting nominations for open or upcoming Board of Directors and Officer positions and must evaluate those nominations to verify that the nominee meets the specific requirements for the position. The Nominations Committee shall have the authority to reject non-qualified nominations for any position and shall maintain records of reasons for any such rejection for subsequent review by the Board or rejected nominee upon request. The Past-President shall represent the Board on the Nominations Committee.

**Section 16. Annual Report.** The Board of Directors shall keep a fair record of all the transactions of the Society, a report of which, prepared in accordance with the provisions of the Not-For-Profit Corporation Law, shall be presented at each annual meeting of the Board of Directors and of the General Assembly. The report shall be filed in the Society's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of the Board of Directors and of the General Assembly. Such report shall contain a statement that the Society has not engaged in any activity which would give rise to liability for tax imposed under Section 4941, 4942, 4943, 4944 or 4945 of the Internal Revenue Code of 1986 (the "Code"), as amended, as if the Society were

a private foundation within the meaning of Section 509 of the Code.

**Section 17. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing (including via electronic mail or other means) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

**Section 18. Meetings by Virtual Conference Applications or by Conference Telephone.** Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, virtual conference application or similar communications equipment allowing all persons participating in the meeting to participate equitably. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE IV OFFICERS**

**Section 1. Officers.** The Officers of the Society shall be members of the Board of Directors, and shall include: a President, a Vice President, and a Secretary. Additional Officers may be appointed by the Board of Directors, such as Chairman of the Board and additional Vice Presidents from among elected Directors or members in good standing of the Society. Such Additional Officers shall exercise such powers and perform such duties as usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the Board of Directors. Directors serving as Additional Officers will maintain their rights and terms of office as a Director and not as an Officer. Additional Officers, who are not Directors, shall serve as *ex officio* non-voting members of the Board of Directors and such service shall not affect term limits for future elected positions. The term of an Additional Officer shall expire upon the constitution of a new Board of Directors after an election cycle, however the newly constituted Board of Directors, at their sole discretion, may appoint or reappoint Additional Officers. There are no term limits for Additional Officers except as pertains to term limits of elected Directors serving as Additional Officers.

**Section 2. Election and Tenure.** The Officers of the Society to be elected, except as otherwise provided by law or these bylaws, may be one of the members of the Board of Directors or any ISTT member in good standing. The Officers shall be elected to their respective positions by the General Assembly during the election cycle for the Board of Directors. Elected Officers shall hold office until their successors are elected and have qualified. Notwithstanding the foregoing, the Nominations and Elections Committee may publish additional qualifications for Officers at the time nominations are opened for Officer positions. Any such additional qualifications must be approved by a two-thirds majority vote of the Board of Directors.

**Section 3. Term of Office.** The term of office for any Officer shall commence at the General Assembly of a Transgenic Technology Meeting (meeting number 1) or 36 months after the previous Officer took office (whichever occurs first) and shall end at the General Assembly of the third consecutive Transgenic Technology Meeting (meeting number 3) or 36 months after taking office (whichever occurs first). Officers may have their term of office extended beyond 36 months when their replacement is not available to start by the end of the 36-month term at the sole discretion of the Board of Directors. Any Officer may be removed at any time with or without cause by agreement of two-thirds majority of the Board of Directors or by agreement of the majority of attendees at a regular or extraordinary meeting of the General Assembly. Officer vacancies shall be filled by a member of the Board of Directors until such time as the vacancy is filled during the next election cycle. Officers may be re-elected for one consecutive term and, after re-election or resignation, shall not be eligible to be a member of the Board of Directors for a minimum of one full election cycle (18 months). For clarity, terms of office for a Director and Officer are independent of each other, however, in no case shall any ISTT member sit as a voting member of the Board of Directors for more than four (4) consecutive terms.

**Section 4. Officer Positions.** In addition to the duties detailed below, Officers shall perform such other duties as the Board of Directors prescribes.

a. *President.* The President shall legally represent the Society before all public and private bodies; to convene, preside over, moderate the discussions of, and formally close the meetings of the General Assembly and Board of Directors; to order payments and authorize, with their signature, documents, legal instruments and correspondence; and to adopt any urgent measure dictated as being in the interest of the good functioning of the Society or as necessary or appropriate for the implementation of its activities, without prejudice, moreover, to the requirement for rendering account thereof to the Board of Directors.

b. *Vice President.* In the President's absence, whether due to illness or any other cause, the Vice President shall act in their place and perform their functions.

c. *Secretary and Assistant Secretaries.*

- The Secretary shall be responsible for overseeing the purely administrative tasks of the Society; issuing certificates; notifying Society members of the date and venue for all events organized or promoted by the Society, including upcoming General Assembly meetings; keeping the minutes of all meetings of the Board of Directors and the General Assembly; archiving the minutes; maintaining all legally required books and membership records, and safeguarding the documentation of the Society. They shall also oversee implementing the proper procedures in relation to appointments to the Board of Directors and compliance with all documentary obligations established by law.
- The Assistant Secretary(ies), if any, may, in the absence or disability of the Secretary, or at his or her request, perform the duties and exercise the powers of the Secretary. Assistant Secretaries, if not a current Director or Officer shall be *ex officio* non-voting members of the Board of Directors. Directors serving as Assistant Secretary(ies) will maintain their rights and terms of office as a Director and not as an Officer.

**Section 5. Officers Holding Two or More Offices.** Any two or more of the above-mentioned offices, except those of President and Secretary, may be held by the same person, but no Officer shall execute or verify any written legal document that records the formal execution of legally enforceable acts or agreements, and secures their associated legal rights, obligations, and duties in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more Officers.

**Section 6. Officers Obligations.** Officers shall assume the obligations arising from their position as members of the Board of Directors of the Society, in addition to any other obligations that arise from the delegation of powers or from tasks entrusted to them by the Board of Directors.

**Section 7. Temporary Transfer of Powers and Duties.** In case of the absence or illness of any Officer of the Society, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may temporarily delegate and assign their duties to any other Officer or to any Director.

**Section 8. Compensation.** No Officers shall receive any compensation for duties related to his/her status as an Officer, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his or her expenses, except pursuant to authorization of the General Assembly. This section shall not preclude any Officer from serving the Society in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

## ARTICLE V INDEMNIFICATION

The Society shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, trustee or Officer of the Society, or, while a Director, trustee or Officer, serves or served, at the request of the Society, any other Society, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other

advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Society has given its prior consent to such settlement or other disposition.

The Society shall advance or promptly reimburse upon request any trustee or Officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled. This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

## **ARTICLE VI DISSOLUTION**

The Society shall be dissolved automatically upon two-thirds vote of approval during an extraordinary meeting of the General Assembly and in accordance with the provisions of these bylaws. In the event of dissolution, a winding-up committee shall be constituted, and the funds remaining after the Society's debts have been paid shall be donated either to a foundation that promotes science or to a like-minded scientific, technical or academic society, to be used in a way that conforms to the Society's non-profit philosophy.

## **ARTICLE VII MISCELLANEOUS**

**Section 1. *Form of Seal.*** The seal of the Society shall be in such form as the Directors shall determine.

**Section 2. *Financial Resources.*** The financial resources for funding the Society are anticipated to be provided by:

- Annual membership dues.
- Sponsorships, donations by public and private bodies and individuals, and gifts and legacies that are legally endowed on the Society by associates or third parties.
- Any other licit resources.

**Section 3. *Fiscal Year.*** The fiscal year of the Society shall be from 1 October to 30 September unless otherwise provided by the Board of Directors.