

BYLAWS

SOCIETY FOR CRYOBIOLOGY, INC.

Amended May 15, 1995; December, 2017 (draft)

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ARTICLE 1—NAME AND PURPOSES

The name of the Corporation, as set forth in the Articles of Incorporation, is Society for Cryobiology, Inc. (“The Society”), and its purposes, as set forth in more detail in the Articles of Incorporation, are to promote and disseminate research in the field of low temperature biology. To carry out these purposes, the Corporation may hold annual scientific and business meetings, publish one or more scientific journals, and carry out other appropriate activities.

ARTICLE 2 - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Corporation shall be a street address designated by the Board of Governors.

ARTICLE 3—MEMBERSHIP

The corporation shall have one or more classes of members, as shall be determined from time to time by the Board of Governors.

3.01. Eligibility for Membership

The Society shall require, both from applicants for membership and from members of the Society, the highest ethical and scientific standards in the performance of their professional activities. Membership in the Society is open to:

- (a) individuals engaging in or concerned with scientific research in low temperature biology who concur with and support the objectives and policies of the Society (“individual members”);
- (b) **nonprofit** organizations supportive of scientific research in low temperature biology that concur with and support the objectives and policies of the Society (“institutional members”);
- (c) **commercial organizations supportive of scientific research in low temperature biology that concur with and support the objectives and policies of the Society (“corporate members”);**

- (d) trainees who are undergraduate students or graduate students working in the area of cryobiology or related fields (“student members”);

Eligibility for membership is subject to the provisions of Article 3.04.

3.02. Application

All applicants for membership shall be sponsored by an individual member in good standing or the representative designated by an institutional or corporate member in good standing of the Society. Student members are not permitted to sponsor applicants for membership.

Applications shall be submitted to the Secretary and accompanied by payment of the first year’s annual dues. The Secretary shall make recommendations to the Board of Governors for acceptance or rejection. If an application is rejected, the payment of the first year’s dues shall be refunded.

3.03. Rights of Members

Individual and student members in good standing and the representative of each institutional and corporate member in good standing shall have the right to vote at membership meetings of the Society, to elect Governors, and to hold office. All members shall have the right to receive publications, apply for awards to which they are eligible and to enjoy all other benefits of membership. Members, other than members of the Board of Governors, shall not have the right to speak on behalf of the Society, except as provided in Section 6.14(e).

3.04. Denial of Membership and Discipline of Members

Upon a two-thirds vote of the Governors in office, the Board of Governors may refuse membership to applicants, or suspend or expel members (including individual, institutional, corporate, or student members), whose conduct is deemed detrimental to the Society, including applicants or members engaged in or who promote any practice or application which the Board of Governors deems incompatible with the ethical and scientific standards of the Society or as misrepresenting the science of cryobiology. Every member whose suspension or expulsion is under consideration shall be given written notice thereof at least fourteen (14) days before the vote on such suspension or expulsion, which notice shall state the grounds for

the proposed action of the Board of Governors, and such member may petition the Board of Governors in writing before the vote.

3.05. Dues

The Board of Governors shall establish the dues for each category of membership. **Annually**, the Secretary or the Treasurer shall send statements to the members for dues for the following year. Dues shall be payable by January 1. A member whose dues have not been paid on or before March 1 shall cease to be a member in good standing until dues have been paid. The Board of Governors may waive the payment of dues by individual members.

ARTICLE 4—MEETINGS

4.01. Annual Meetings of the Members

There shall be an Annual Meeting of the Society at a date and place determined by the Board of Governors. The Annual Meeting may take place during a scientific meeting of the Society.

4.02. Special Meetings of the Members

The Board of Governors, **by majority vote**, may call a special meeting of the Society.

4.03. Notice

The Secretary shall provide notice of the place and date of the Annual Meeting of the Society to all members in good standing **at least 3 months** before the meeting. Special Meetings may be held on at least 30 days' written notice.

4.04. Quorum

At any meeting of the Society, the presence in person of **at least 10 percent** of the members in good standing shall be necessary to constitute a quorum for the transaction of business.

4.05. Action by the Society

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, **any action required or permitted to be taken at a meeting of the members may be taken by vote of a**

majority of the members in good standing present at the meeting of the Society at which a quorum is present.

4.06. Proxy Voting

Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Individuals represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum.

4.07. Action by the Society without Meeting

If the Board of Governors determines that action should be taken or authorized by the members other than at a Meeting of the Society, notice of the proposed action shall be provided by the President or Secretary to all members in good standing. The action shall be deemed taken or authorized if written votes in favor of the action are received from a majority of the members so voting but not less than a quorum, as provided in Section 4.04, within 45 days or such other period as may be specified by the Board of Governors.

ARTICLE 5—OFFICERS

5.01. Officers and Qualifications

The Officers of the Society shall be the President, the President-Elect, the Secretary, and the Treasurer. Officers shall be members in good standing of the Society.

5.02. Election

Each officer, other than the President, shall be nominated and shall be elected by the members of the Society or appointed by the Board of Governors in accordance with the procedures set forth in Article 7.

5.03. Term

Except as provided in Article 6.03 and 6.04, the term of each officer shall be two years beginning January 1 of the even-numbered year, this being defined as the year of their election.

If on January 2 of the year of election an officer whose term has expired has not been reelected, and their successor has not been elected, they shall continue to serve until their resignation or removal or until the election of their successor, whichever is earliest. The Secretary and the Treasurer shall be eligible for successive terms without limitation.

5.04. Membership on the Board of Governors

Officers shall be members of the Board of Governors (Article 6) and shall constitute the Executive Committee as provided in Section 8.01.

5.05. Duties

(a) **President.** The President shall:

- (1) preside at **and conduct** meetings of the Society **and the Board of Governors**;
- (2) serve as Chair of the Board of Governors and of the Executive Committee;
- (3) appoint the Chair of Standing Committees within 45 days of taking office;
- (4) serve as a member, ex officio, of all Standing Committees;
- (5) execute contracts on behalf of the Society with the approval of the Executive Committee;
- (7) disburse or authorize disbursement of funds of the Society **in accordance with Article 9.02(b)**;
- (8) perform such other duties as the Board of Governors or the Executive Committee may assign.

(b) **President-Elect.** The President-Elect shall:

- (1) perform the duties of the President in the absence of the President;

- (2) succeed to the Presidency if that office becomes vacant because of the death, resignation, or removal of the President;
 - (3) succeed to the office of President following his or her term as President-Elect; if the **President-Elect** has already succeeded to the Presidency by virtue of death, resignation, or removal of the President, he or she shall nonetheless serve their subsequent term as President;
 - (4) serve as Chair, ex officio, of the Nominating Committee.
- (c) **Secretary.** The Secretary shall:
- (1) process applications for membership and refer to the Board of Governors for final action, and notify applicants of the final action taken by the Board of Governors;
 - (2) maintain a current list of members in good standing;
 - (4) maintain a current list of members of the Standing Committees;
 - (5) provide notice to members in good standing and Governors of all meetings as required by these Bylaws;
 - (6) keep the minutes of all meetings of the Society, the Board of Governors, and the Executive Committee;
 - (7) forward reports of meetings of the Executive Committee to all members of the Board of Governors;
 - (8) receive all petitions to the Board of Governors;
 - (9) keep on file a current copy of the Bylaws and the Articles of Incorporation.
- (d) **Treasurer.** The Treasurer shall:
- (1) have responsibility for the disbursement of funds of the Society;

- (2) serve as a member, ex officio, of the Finance Committee;
- (3) maintain all financial records required by applicable law;
- (4) ensure that all Federal, state, and local tax and other records and forms that are required to be filed by the Society in the United States or elsewhere are filed in a timely fashion;
- (5) account for Society income;
- (6) prepare each year a provisional budget for the next fiscal year and submit it to the Board of Governors 30 days prior to the Annual Meeting of each year; this Society budget shall incorporate those budgets submitted by the Editor-in-Chief, the Secretary, and the **Chair of the Program Committee**;
- (7) receive year-end financial statements from the Editor-in-Chief, the **Chair of the Program Committee**, and the Secretary, if such shall exist, no later than January 30 for the previous year; the Treasurer shall consolidate all financial records. This consolidated financial report shall consist of an operating statement and a statement of financial condition and shall be presented to the Board of Governors not later than March 1 together with copies of all tax returns and other filings required by federal and local law.

5.06. Removal

An officer may be removed from office as provided in Article 6.12.

ARTICLE 6—GOVERNORS

6.01. Governing Body

The governing body of the Society, **responsible for the business and affairs of the Corporation**, is the Board of Governors.

6.02. Composition

- (a) The Board of Governors shall consist of the President (who shall be the Chair), the President-Elect, the Secretary, the Treasurer, and nine (9) members elected at large. Governors shall be members in good standing.
- (b) The composition of the Board of Governors may be changed by amendment to this Article provided that no such amendment shall affect the tenure of office of any current Governor.
- (c) Members of the Board of Governors, other than the President, shall be nominated and elected by the members in good standing provided in Article 7.

6.03. Term

Three (3) of the nine (9) Governors shall be elected annually. The term of each Governor shall be three (3) years beginning on January 1 of the year following the year of the ballot, this being defined as the year of election. If on January 2 of the year of election an elected Governor whose term has expired has not been reelected or his successor has not been elected, the Board of Governors may, upon recommendation of the President, appoint a member to fill the vacancy to serve until a Governor is elected by the members in good standing. **No person shall serve more than three (3) consecutive full terms on the Board as a Governor. After serving the maximum time allowed, a person may again serve after being off the Board for one year.**

6.04. Vacancies

Upon the death, resignation, or removal of a Governor of the Society, the vacancy may be filled by a member appointed by the Board of Governors to succeed to the office. A Governor so appointed to fill a vacancy shall serve for the unexpired term of his predecessor or until the election of their successor.

6.05. Meetings

The Board of Governors shall hold **at least three meetings each year, and more as deemed appropriate. The first meeting** shall take place within 30 days after **commencement of new Governors' terms** or, at such time as the Executive Committee shall designate. The Board may

hold special meetings at the call of the President or any three of the Governors. The President, if present, shall preside at meetings of the Board.

6.06. Notice

Notice of the Meetings of the Board of Governors shall be provided no later than 30 days before the meeting. Notice of special meetings shall be given no later than 5 days before such meetings.

6.07. Quorum

The presence in person of at least one-half of the members of the Board of Governors then in office shall be necessary to constitute a quorum for the transaction of business.

6.08. Action by the Board

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, action by a majority of the Governors present at a duly called meeting at which a quorum is present shall constitute an action of the Board.

6.09. Action by the Board without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Governors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Governors assembled and shall be filed with the minutes.

6.10. Telephone and Electronic Participation

A member of the Board of Governors may participate in a meeting **and vote** by means of telephone or similar communications conference facilities if all persons participating in the meeting can hear one another at the same time. Participating in a meeting by such means shall constitute presence in person at the meeting.

6.11. Compensation

Governors shall receive no compensation for their services as such or as members of a committee but may, at the discretion of the Executive Committee, be reimbursed for reasonable expenses incurred on behalf of the Society.

6.12. Removal

A Governor may be removed by vote of at least two-thirds of the other Governors in office, **with or without cause.**

6.13. Resignation

A Governor may resign at any time by letter addressed to the President or the Secretary. A resignation shall take effect immediately unless a later time is specified in the notice.

Acceptance of a resignation shall not be required unless otherwise specified in the notice.

6.14. Powers and Duties

In addition to its powers and duties under the law, the Articles of Incorporation, and other provisions of these Bylaws, the Board of Governors shall have the following powers and duties:

- (a) to determine and implement the policies of the Society in accordance with the Articles of Incorporation and these Bylaws;
- (b) to approve the budget for the Society for the next fiscal year;
- (c) to act on recommendations of the committees described in Article 8;
- (d) to designate official publications of the Society;
- (e) to designate official spokesmen for the Society;
- (f) to designate special categories of membership consistent with the general specifications set forth in Section 3.01;
- (g) to appoint an Editor-in-Chief of the Journal for two-year terms upon recommendation of the Executive Committee described in Article 8.01;

- (h) to appoint members of the Editorial Board of the Corporation's Journal for two-year terms upon recommendation of the Editor-in-Chief;
- (i) to appoint a chief executive officer, with a title appropriate to the functions of the officer. The Board may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in a written job description. The chief executive officer shall be subject to hire and termination by the Board. Other staff shall be appointed by the Board, and shall be subject to hire and termination by the chief executive officer. Except when the Board is meeting in executive session, the chief executive officer shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote;
- (j) to perform such other duties and exercise such other powers as may be necessary to further the objectives of the Society.

ARTICLE 7—NOMINATION AND ELECTION OF GOVERNORS

7.01. Election

Election of the Governors of the Society shall be conducted by written ballot, including electronic ballot, in the year immediately preceding the year of election as specified in Articles 5.03 and 6.03, and this shall be defined as the year of ballot. The nominee for each position receiving a plurality shall be elected. In the event of a tie vote for a position, the President-Elect shall cast the deciding vote. A Governor may be elected to fill a vacancy at a meeting of the members in good standing or pursuant to Article 4.05.

7.02. Nominations

On or before May 1 of the year of ballot the Nominating Committee shall prepare, from a list of members in good standing provided by the Secretary, a list of nominees to fill positions that will become vacant upon the following January 1. The Nominating Committee shall make at least two nominations for each position of Officer and at least 6 nominations for the three positions of Governor and shall attempt to provide international representation. The Nominating

Committee shall determine the willingness of each nominee to serve and shall provide the Secretary with a brief summary of the professional activities of each nominee that relate to the Society. The Secretary shall send the slate of nominees and any supporting materials to all members of the Society in good standing **at least 30 days prior to the election.**

7.03. Nominations by Petition

Members in good standing may submit nominations by petition to the Secretary. A nominating petition must be signed by at least ten members in good standing. The petition shall include a written statement by the nominee that he or she is willing to serve if elected and a brief summary of the professional activities of the nominee that relate to the Society. This information shall be sent to the members in good standing with the list of nominees and ballot pursuant to Article 7.04. Petitions must be received by the Secretary **at least 45 days prior to the election.**

7.04. Voting

The Secretary shall communicate by mail or electronic transmission the complete list of nominees for Board service and officers to all members in good standing at least 30 days prior to the election. Electronic anonymous ballots shall be submitted via a secure, password protected, internet based voting system, on or before December 15th. The Board of Governors will evaluate and approve the electronic voting platform before nominations are published.

Only members in good standing shall be entitled to vote. The President may appoint two or more members of the Society who are not members of the Board of Governors or the Nominating Committee or nominees for office to serve as inspectors of election to determine questions as to the validity and count of votes **cast.** If such inspectors are not appointed, the Secretary or the Treasurer shall serve as such.

7.05. Ranked Voting for Officers and Block Voting for Governors

Because multiple nominees for each office may be identified by the Nominating Committee, a ranked voting method, such as the "Borda Count Method," will be employed to determine the

winning officer. Preferences shall be voted by members in ranked order, using the following steps:

- (a) The number of points given to candidates for each ranking is determined by the number of candidates in question. Thus, if there are five candidates then a candidate will receive five points each time he/she is ranked first, four for being ranked second, and so on, with a candidate receiving one point for being ranked last.
- (b) Unranked candidates are given zero points.
- (c) When all votes have been counted, and the points added up, the candidate(s) with the most points wins.

A tie would require a runoff between the top two candidates for office.

Because multiple nominees for each Governor's position may be identified by the Nominating Committee, a block voting method will be employed to determine the winning candidates for Governor. Each voting member is given 100 points. Members choose how to vote those points. A voting member could give one candidate all 100 points, or divide points among the candidates. All candidates are then listed and selected by most point total.

ARTICLE 8—COMMITTEES

The Board may create such committees with such powers as it deems wise to have. The Board may not delegate to committees the following powers: the power to amend the Bylaws; the power to hire or fire chief executives; the power to amend Articles of Incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; or the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record.

The President shall appoint, for a term expiring on December 31 of the year completing his term in accordance with Article 5.03, the Chair of each Committee from amongst the members

of the Board of Governors. The Chair of each Standing Committee may appoint additional members thereof who shall be members in good standing of the Society. The President may remove a Chair of a Standing Committee.

The Board of Governors, the Executive Committee, or the President may assign other duties to the Standing Committees.

8.01. Executive Committee

The Executive Committee of the Board of Governors shall consist of the President (who shall be the Chair), the President-Elect, the Secretary, and the Treasurer.

The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

The Secretary shall provide at least three days' written or [electronic](#) notice of each meeting of the Committee and shall keep minutes of its proceedings. The presence of at least three members shall be necessary to constitute a quorum. The action of a majority of the members present at a duly called meeting at which a quorum is present shall constitute action of the Committee. Provisions of Articles 6.09 and 6.10 shall apply to the Executive Committee.

8.02. Finance Committee

The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: (i) accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or (ii) have participated in any other transactions with the Corporation in which he

or she has a financial interest within the previous year. The Committee shall undertake at a minimum the following responsibilities:

- (a) review, discuss and recommend changes to the proposed annual Society budget and submit for approval to the Board of Governors;
- (b) review, discuss and present the financial statements to the Board of the Society for approval, at least quarterly;
- (c) oversee the Society's audit if required, including appointing the auditor and receiving the auditor's report. The Finance Committee should ensure that the full Board approves the audited financial statements and receives a copy of the management letter (if any), and the Finance Committee should monitor implementation of the management letter if applicable. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit provided the full Board has the opportunity to approve the audited financial statements;
- (d) recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Society regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Society of concerns regarding questionable accounting, auditing, or other financial matters;
- (e) periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Governors and the Committee, recommending improvements as necessary; and
- (f) monitor the investments of the Society and develop and recommend to the Board changes to the Society's investment and endowment policies as appropriate.

8.03. Annual Scientific Meeting Program Committee

The **Scientific** Program Committee shall:

- (a) have responsibility for programs such as the Annual Scientific Meeting, workshops, seminars, joint meetings, and continuing education courses; the Chair shall recommend a local Chair for the Annual Scientific Meeting to the Board of Governors for approval, shall specify the mechanisms used to approve papers for presentation at the Annual Meetings of the Society, and shall, together with the Chair of the Local Committee, recommend all symposia topics to the Board of Governors for approval;
- (b) have responsibility for recommendations of sites and dates for Annual Scientific Meetings at **least** two years in advance and for submitting these recommendations to the Board of Governors for approval;
- (c) have responsibility for supervising the organization of the Annual Scientific Meeting, the timely mailing of announcements, the call for abstracts, preparation of the program, and the establishment of such bank accounts as it may deem necessary for the meeting; the Committee may delegate these powers to the Chair of the Local Committee established to run a particular Annual Scientific Meeting, but shall continue to oversee, advise, and assist such a committee;
- (d) shall have responsibility for reviewing the budget proposed by the Local Chair of the Annual Scientific Meeting;
- (e) have responsibility for transferring, or causing to have transferred, excess funds resulting from the Annual Scientific Meeting to the Treasurer for incorporation in the general funds of the Society.

8.04. Nominating Committee

The Nominating Committee shall consist of the President-Elect (Chair), **the** President, and **three (3) members** of the Board, and shall make nominations to fill offices and positions on the Board

of Governors in accordance with Article 7.02. No member of the Nominating Committee shall be nominated by the Nominating Committee.

8.05. Other Committees and Working Groups

The President may establish other committees and working groups, appoint or provide for the appointment of their members and chair, and assign or provide for assignment of duties to them.

ARTICLE 9—ADMINISTRATION

9.01. Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31, inclusive.

9.02. Management of Funds

- (a) The Board shall maintain a Journal Account and Reserve Fund Policy that outlines the operation and administration of an account related to the Journal.
- (b) The Board shall maintain a Fund Management Policy to ensure the reasonable and prudent use of Society funds, including the maintenance of reserves, as necessary to ensure fiscal stability and for such other purposes as the Board of Governors may direct.
- (c) The Board shall maintain a conflict of interest policy that covers Board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Governors. Approval by the disinterested Governors shall be by vote of a majority of Governors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority

vote of Governors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

ARTICLE 10—INDEMNIFICATION

Every present or former Governor, officer, employee, and agent of the Society shall be indemnified by the Society against all expenses and liabilities, including attorney's fees, in connection with any proceeding to which the person was, is, or is threatened to be made a party by reason of his or her position with the Society **except in the case of gross negligence or intentional misconduct or malfeasance**. The Society shall indemnify the person to the full extent required or permitted under the Corporations and Associations Code of the State of Maryland.

ARTICLE 11—AMENDMENTS TO THE BYLAWS

11.01. Amendments to the Bylaws

The Board of Governors may initiate amendments to the Bylaws and shall consider all proposals for amendment to the Bylaws. Members of the Society in good standing may petition the Board of Governors to consider amendments to the Bylaws. Such petitions must carry the signature of at least ten members in good standing. Such petitions must be reviewed by the Board of Governors. The Board of Governors shall report its recommendations on amendments to the Bylaws to the membership by the next Annual Meeting.

11.02. Ratification

Amendments to the Bylaws must be approved by a two-thirds (2/3) vote of the Board of Governors and a majority of members in good standing to be ratified.

11.03. Automatic Amendment

If the objectives and powers of the Society as set forth in its Articles of Incorporation are amended, **Article 1** shall be automatically amended to conform.

11.04. Notice of Amendments

Written notice of any **proposed** amendment of these Bylaws or the Articles of Incorporation shall be provided by the Secretary to each member of the Society in good standing.

ARTICLE 12—DISSOLUTION

The Corporation may be dissolved by a two-thirds (2/3) vote of all Governors then serving, provided that notice of the proposed dissolution has been submitted to the Governors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Society exclusively to such organization(s) that are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Society is then located, exclusively for such purposes or to such organizations.