

**Summary of Dec 2017 Revisions
to the Bylaws of the Society for Cryobiology**

Amendment #1	
<p>Original Text:</p> <p>Article I—Name and Objectives</p> <p>1.01. Name The name of the corporation is The Society for Cryobiology, Incorporated (“The Society”), an international scientific society chartered in the State of Maryland as a not-for-profit, nonstock corporation.</p> <p>1.02. Objectives and Powers The Society’s objectives and powers, as set forth in its Articles of Incorporation, are as follows:</p> <p>(a) the objectives of the Society shall be to promote scientific research in low temperature biology, to improve scientific understanding in this field, and to disseminate and apply this knowledge for the benefit of mankind;</p> <p>(b) the Society shall have the power to hold and conduct meetings, conventions, and programs and to publish or have published a journal, as well as other forms of publications, and to use any and all forms of communication in effecting its objectives;</p> <p>(c) to perform all functions as are normally performed by professional scientific societies;</p> <p>(d) to do all and everything necessary, suitable, or proper for the accomplishment or furtherance of any part of the purposes herein above set forth;</p> <p>(e) to carry out all or any part of the aforesaid purposes and to exercise all or any of its powers as appropriate on an international basis.</p>	<p>Amended Text:</p> <p>Article 1 – Name and Purposes</p> <p>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.</p>
<p>Rationale:</p> <p>Article 1 has been revised to be more concise. Restating the name and purposes of the Society as outlined in our Articles of Incorporation is redundant and avoids the risk of having inconsistent statements between the two governing documents.</p>	

Amendment #2	
<p>Original Text:</p> <p>Not applicable</p>	<p>Amended Text:</p> <p>Article 2 - Principal Office of the Corporation</p> <p>The principal office of the Corporation shall be a street address designated by the Board of Governors.</p>
<p>Rationale:</p> <p>Article 2 has been added to comply with Maryland State law.</p>	

Amendment #3	
<p>Original Text:</p> <p>Not applicable</p>	<p>Amended Text:</p> <p>Article 3 – Membership</p> <p>The corporation shall have one or more classes of members, as shall be determined from time to time by the Board of Governors.</p>
<p>Rationale:</p> <p>The ability for the Board of Governors to create and/or remove different classes of members within the Society and/or to pursue potential partnership opportunities was identified as a need. The amendments to Article 3 would allow the Board of Governors to change the membership classes without having to amend the bylaws.</p>	

Amendment #4	
<p>Original Text:</p> <p>2.01. Eligibility for Membership</p> <p>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:</p> <p>(a) individuals engaging in or concerned with scientific research in low temperature</p>	<p>Amended Text:</p> <p>3.01. Eligibility for Membership</p> <p>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:</p> <p>(a) individuals engaging in or concerned with scientific research in low temperature</p>

<p>biology who concur with and support the objectives and policies of the Society (“individual members”);</p> <p>(b) organizations supportive of scientific research in low temperature biology that concur with and support the objectives and policies of the Society (“institutional members”).</p>	<p>biology who concur with and support the objectives and policies of the Society (“individual members”);</p> <p>(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”);</p> <p>(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”);</p> <p>(d) trainees who are undergraduate students or graduate students or post-doctoral fellows working in the area of cryobiology (“student members”);</p>
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Rationale:

The proposed amendment to the Eligibility for Membership would be expanded to explicitly separate non-profit institutional members, corporate members, and student members as being eligible for membership. This would ensure that the bylaws align with the historic membership practices of the Society and ensure that all four classes of membership are covered by the rights and responsibilities of membership sections.

Amendment #5	
<p>Original Text:</p> <p>2.04. Denial of Membership and Discipline of Members</p> <p>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 both individual and institutional 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</p>	<p>Amended Text:</p> <p>3.04. Denial of Membership and Discipline of Members</p> <p>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 both individual and institutional 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</p>

the Society or as misrepresenting the science of cryobiology, including any practice or application of freezing deceased persons in the anticipation of their reanimation.	the Society or as misrepresenting the science of cryobiology.
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Rationale:

The Board of Governors retains the ability to deny membership or to suspend or expel members whose conduct is deemed detrimental to the Society. This can include applicants or members who are engaged in activities which are incompatible with the ethical and scientific standards of the Society or misrepresent the science of cryobiology. The specific exclusion of applicants or members who undertake the practice or application of freezing deceased persons is only one example of an activity that is incompatible with the ethical and scientific standards of the Society. Specific membership exclusion criteria will be developed as a separate Society policy document which will allow for annual review and amendment by the Board of Governors.

Amendment #6

<p>Original Text:</p> <p>3.01. Annual Meetings</p> <p>There shall be an Annual Meeting of the Society unless the Board of Governors determines that it cannot be held and so notifies the members in good standing. The date and place of the Annual Meeting shall be determined by the Board of Governors after considering the recommendations of the Program Committee.</p>	<p>Amended Text:</p> <p>4.01. Annual Meetings of the Members</p> <p>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.</p>
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Rationale:

An annual meeting of the Society is required by Maryland law.

Amendment #7

<p>Original Text:</p> <p>Not applicable</p>	<p>Amended Text:</p> <p>4.06 Proxy Voting</p> <p>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</p>
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	represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum.
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Rationale:
A provision for Proxy Voting by members has been added as required by Maryland law.

Amendment #8

<p>Original Text:</p> <p>5.01. Officers and Qualifications</p> <p>The Officers of the Society shall be the President, the President-Elect, the Secretary, the Treasurer, and the Past President. Officers shall be members in good standing of the Society.</p>	<p>Amended Text:</p> <p>5.01. Officers and Qualifications</p> <p>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.</p>
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Rationale:
The position of Past-President has been removed to reduce the commitment to members interested in serving as the President of the Society from 6 years to 4 years. The position of Past-President was intended to provide day-to-day business continuity on the Executive Committee, which is supplanted by the addition of a chief executive officer (Article 6.14 (j)).

Amendment #9

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Rationale:
The position of Past-President has been removed to reduce the commitment to members interested in serving as the President of the Society from 6 years to 4 years. The position of Past-President was intended to provide day-to-day business continuity on the Executive Committee, which is supplanted by the addition of a chief executive officer (Article 6.14 (j)).

Amendment #10	
<p>Original Text:</p> <p>Not applicable</p>	<p>Amended Text:</p> <p>6.03. Term</p> <p>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.</p>
<p>Rationale:</p> <p>To encourage Board renewal, a term limit of 3 consecutive terms (9 years) as a Governor on the Board is proposed. However, re-election is possible after a one-year hiatus.</p>	

Amendment #11	
<p>Original Text:</p> <p>4.09. Action by the Board without Meeting</p> <p>Any action required or permitted to be taken at a meeting of the Board of Governors may be taken without a meeting if a written consent setting forth the action is signed by three quarters of the members of the Board and filed with the minutes of its proceedings.</p>	<p>Amended Text:</p> <p>6.09. Action by the Board without Meeting</p> <p>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.</p>
<p>Rationale:</p> <p>As required by Maryland law, any actions taken by the Board without Meeting must be unanimously agreed in writing.</p>	

Amendment #12	
<p>Original Text:</p> <p>4.10. Participation by Telecommunication</p>	<p>Amended Text:</p> <p>6.10. Telephone and Electronic Participation</p>

<p>A member of the Board of Governors may participate in a meeting 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.</p>	<p>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.</p>
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Rationale:

This amendment would allow the Board of Governors to hold virtual meetings and undertake Society business using conference calling technology. The actions during telephone or electronic participation (i.e. video conferencing tools) would carry the same weight as if a face-to-face meeting was held. As an international society, it is critical that we can use electronic communications technologies to perform society business.

Amendment #13

<p>Original Text:</p> <p>6.01. Election</p> <p>Election of the Governors of the Society shall be conducted by written ballot in the year immediately preceding the year of election as specified in sections 4.03 and 5.03, and this shall be defined as the year of ballot.</p>	<p>Amended Text:</p> <p>7.01. Election</p> <p>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 sections 5.03 and 6.03, and this shall be defined as the year of ballot.</p>
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Rationale:

Provisions for electronic ballots and undertaking internet-based voting is being proposed with this amendment.

Amendment #14

<p>Original Text:</p> <p>Not applicable</p>	<p>Amended Text:</p> <p>7.05. Ranked Voting for Officers and Block Voting for Governors</p> <p>Because multiple nominees for each office may be identified by the Nominating Committee, a ranked voting method, such as</p>
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	<p>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:</p> <p>(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.</p> <p>(b) Unranked candidates are given zero points.</p> <p>(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.</p> <p>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.</p>
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Rationale:

To clearly define how election voting is to be performed, a description of the ranked voting procedures to be used for election of Officers and Governors has been added to the proposed bylaws.

Amendment #15	
Original Text:	Amended Text:
ARTICLE VII—PUBLICATIONS	Article VII has been deleted in its entirety.

7.01. Official Publication

The official publication of the Society shall be a journal titled: *Cryobiology: International Journal of Low Temperature Biology and Medicine*, (“the Journal”), as provided in Section 1.02(b).

7.02. Editor-in-Chief

The Editor-in-Chief of the Journal shall be appointed by a majority vote of the Board of Governors upon recommendation of the Publications Committee, as provided in Section 4.14(g).

(a) Powers and Duties. The Editor-in-Chief shall:

- (1) serve as a member, ex officio, of the Publications Committee;
- (2) serve as a member, ex officio, of the Board of Governors as provided in Section 4.02(a);
- (3) be responsible for the official publication of the Society;
- (4) serve as the Society’s representative of the official publication;
- (5) be empowered to establish an Editorial Office, to collect page charges for publication of the Journal, and to maintain financial accounts;
- (6) be authorized to enter into agreements or contracts for publications of the Journal when the terms of such agreements or contracts have been approved in accordance with 7.05.
- (7) make recommendations to the Board of Governors concerning the magnitude of the Journal Reserve Fund.

(8) provide the Treasurer with an annual financial statement no later than January 30 of the succeeding year.

(9) Submit a provisional annual budget to the Board of Governors through the Treasurer no less than forty-five (45) days prior to the Annual Meeting. Approval by the Board of the budget, or any subsequent revision of the budget, shall authorize the Editor-in-Chief to manage and disburse funds in the Journal Account in accordance with 9.02.

(b) Term. The term of the Editor-in-Chief shall be two years and the Editor-in-Chief may be appointed for successive terms without limit.

7.03. Editorial Board

The Editorial Board shall be appointed by the Board of Governors upon recommendation of the Editor-in-Chief as provided in Section 4.14(h). Special categories of Editor may be established by the Board of Governors upon recommendation of the Editor-in-Chief.

(a) Composition. The Editorial Board shall have substantial international and broad scientific representation.

(b) Term. The term of each member of the Editorial Board shall be three years. Editorial Board members may be appointed for successive terms without limit.

7.04. Other Publications

The Board of Governors may approve other forms of publication as provided in Section 1.02(b) and designate their management as provided in Section 8.02(a4(ii)).

7.05. Publishing Contracts and Agreements

<p>(a) Agreements or Contracts for Publishing the Journal. Upon the recommendation of both the Editor-in-Chief and the Publications Committee, the Board may terminate existing contracts and/or approve the terms of new agreements or contracts for publishing the Journal. In the absence of this recommendation, a motion to terminate an existing publishing contract or a motion to enter into a new publishing contract must be approved by a two-thirds (2/3) vote of the Board of Governors then in office, at which time not less than thirty (30) days notice of the proposed termination or proposed new agreement or contract shall then be given to the membership, and a majority of the membership, either at an annual meeting or in accordance with Section 3.06, shall be required to ratify the termination or the new agreement or contract. The requirement of ratification by the membership may be waived by the unanimous vote of the Board of Governors then in office.</p> <p>(b) Agreement or Contract for the Publishing of Other Society Publications. The procedures shall be as in 7.05 (a) except that in place of “Upon the recommendation of both the Editor-in-Chief and the Publications Committee,” substitute “Upon the recommendation of the Publications Committee.”</p>	
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Rationale:

The details for the management of the Society’s journals can be better managed through policies and procedures than encoding it in the bylaws. As with the chief executive officer, the Editor-In-Chief is not an elected member of the Board of Governors, and it is best practice for job descriptions of Society staff to be managed separately from the bylaws.

Amendment #16	
Original Text:	Amended Text:
8.02 (2) Finance Committee. The Finance Committee shall:	8.02 Finance Committee

<p>(i) assist the Treasurer in the preparation of the annual budget of the Society which shall be submitted to the Board of Governors on or before November 1 of each year;</p> <p>(ii) assist the Treasurer in carrying out his duties;</p> <p>(iii) recommend to the Board such audits of the Society's books, accounts, and financial Statements as it may determine to be necessary or advisable;</p> <p>(iv) recommend to the Treasurer investment instruments for Society funds;</p> <p>(v) explore sources of additional funds for the Society.</p>	<p>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:</p> <p>(a) Review, discuss and recommend changes to the proposed annual Society budget and submit for approval to the Board of Governors;</p> <p>(b) Review, discuss and present the financial statements to the Board of the Society for approval, at least quarterly;</p> <p>(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;</p> <p>(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;</p>
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	<p>(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</p> <p>(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.</p>
<p>Rationale:</p> <p>To align with best practices and meet the Society’s fiduciary requirements under Maryland law, a more detailed description of the responsibilities of the Finance Committee has been proposed.</p>	

Amendment #17	
<p>Original Text:</p> <p>9.02. Journal Account and Reserve Fund</p> <p>(a) The Board shall annually approve a sum, appropriate to the budget approved in accordance with 7.02 (a)(9), to be held in a separate Journal Account and managed by the Editor-in-Chief.</p> <p>(b) The Journal Account shall also contain the Journal Reserve Fund, the amount of which shall be determined annually by the Board of Governors after receiving the recommendation of the Editor-in-Chief. The magnitude of the Journal Reserve Fund shall be sufficient to protect the Journal against unforeseen contingencies including situations in which income from the operations of the Journal and the office of the Editor-in-Chief are insufficient to match expenses.</p> <p>(c) The Editor-in-Chief may disburse funds within his approved budget without reference to any other officer. The Editor-in-</p>	<p>Amended Text:</p> <p>9.02. Management of Funds</p> <p>(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.</p> <p>(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.</p> <p>(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</p>

<p>Chief may exceed his budget by up to 30% without reference to any other officer providing that he immediately notifies the Treasurer. Expenditure in excess of 130% of budget shall require the approval of a majority of the Board, and expenditure in excess of 200% of budget shall require a two-thirds (2/3) vote of the Board then in office.</p> <p>9.03. General Funds</p> <p>The Board of Governors shall ensure the reasonable and prudent use of Society funds including the maintenance of such reserves, other than those provided for in Section 9.02, as necessary to ensure fiscal stability and for such other purposes as the Board of Governors may direct. All general funds of the Society in excess of those needed for immediate operating expenses shall be invested by the Treasurer upon recommendation of the Finance Committee and with the approval of the Executive Committee.</p>	<p>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.</p>
<p>Rationale:</p> <p>To permit future Boards the flexibility to adjust how Society funds are managed, Board policies are proposed to replace the detailed mechanics that are outlined in the current Bylaws.</p> <p>To comply with Maryland State law, the Board and Society must maintain a Conflict of Interest policy.</p>	

Amendment #18	
<p>Original Text:</p> <p>Article XII - Dissolution</p> <p>12.01. Dissolution</p> <p>A proposal for dissolution of the Society shall be initiated by the Board of Governors and shall be approved by a majority of the entire Board and shall be voted on by postal ballot</p>	<p>Amended Text:</p> <p>Article 12 – Dissolution</p> <p>The Corporation may be dissolved by a two-thirds (2/3) vote of the 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</p>

<p>of the membership in good standing. No dissolution of the Society shall take place if 5% or more of the members in good standing dissent.</p> <p>12.02. Distribution of Assets</p> <p>Upon lawful dissolution of the Society and after payment of all just debts and obligations of the Society, the Board of Governors shall distribute all remaining assets to one or more organizations qualifying under the provisions of the Articles of Incorporation.</p>	<p>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.</p>
<p>Rationale:</p> <p>To comply with Maryland State law and the US Internal Revenue Service requirements for 501(c)(3) corporations, amendments to the Society Dissolution clause are required.</p>	