

Tissue Engineering and Regenerative Medicine International Society, Inc. (TERMIS)

BY-LAWS

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Article I

ORGANIZATION

Section 1. Name, Status and Affiliations.

- (a). The name of the Society is the Tissue Engineering and Regenerative Medicine International Society, Inc. and may be referred to by the abbreviations TERMIS or TERMIS Global, hereinafter referred to as the “**SOCIETY**”.
- (b). The SOCIETY is incorporated under the Law of Delaware as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the provisions of any subsequent tax laws of the United States.
- (c). The SOCIETY is organized into the following affiliated Continental Chapters: the Tissue Engineering and Regenerative Medicine International Society - Americas (TERMIS-AM), the Tissue Engineering and Regenerative Medicine International Society - Europe (TERMIS-EU) and the Tissue Engineering and Regenerative Medicine International Society - Asia-Pacific Chapter (TERMIS-AP). The SOCIETY is responsible for the international harmonization and coordination of governance among the Continental Chapters and, ultimately, for the SOCIETY as a whole.

Section 2. Purpose.

Without limiting the generality of [Section 1\(b\) of this Article I](#), the SOCIETY is a nonprofit corporation for the main purpose of the worldwide advancement of both the science and technology of tissue engineering and regenerative medicine (“**TERM**”). To accomplish this purpose, the SOCIETY shall bring together an international community of persons engaged or interested in the field of tissue engineering and regenerative medicine, and shall promote education and research within the TERM field, as well as aid in the scientific and professional development of young researchers in the TERM field through regular conferences, meetings, symposia, webinars, publications, newsletters and other forms of communication. The SOCIETY shall also seek to promote the informed, current discussion of the scientific challenges and therapeutic benefits of the development and application of TERM technologies. Where appropriate, the SOCIETY shall engage in collaborations with other international societies which complement and do not compete with the mission of the SOCIETY. The affiliated Continental Chapters are encouraged to collaborate with national and regional societies within their regional geographical areas that do not compete with and further the mission of the SOCIETY. Additionally, Continental Chapters are encouraged to affiliate national societies within the TERM field to the Continental Chapter, strengthening national and regional collaborations and the SOCIETY.

Section 3. Language.

The official language of the SOCIETY shall be English.

Article II
MEMBERSHIP

Section 1. Classes of Members.

(a). Only individuals may be members of the SOCIETY. There shall be three classes of members:

- (i). Regular. Any individual engaged or interested in the field of tissue engineering who does not qualify as a Student Member or Young Investigator;
- (ii). Student. Any individual who is engaged as a full-time graduate or undergraduate in a university or college program or as an MD resident and is actively interested in research in the field of TERM (an individual applying for admission as a Student member must provide a university ID or evidence of MD residency status for verification of qualifying status); and
- (iii). Young Investigator. Any individual not holding an appointment as faculty, academic staff, group leader or permanent contract in a university or research institute who: (1) is employed in the field of TERM; (2) has been awarded a bachelor degree, master’s degree or doctoral degree within the past three (3) years and is not currently a student; and (3) submits an official letter from the relevant university’s department head or from the director at a research institute confirming qualifying status.

Section 2. Admission to Membership.

Admission as a Member of the SOCIETY within one of the classes of membership specified in [Section 1 of this Article II](#) shall be granted to any individual provided such individual supports the purposes of the SOCIETY and meets the obligations provided in [Section 3 of this Article II](#).

Section 3. Membership Application and Payment of Dues.

- (a). The dues for membership in the SOCIETY shall be established by the Executive Committee, with the approval of the Governing Board.
- (b). Dues for existing Members shall be payable annually in advance at the start of the fiscal year. The fiscal year of the SOCIETY begins on January 1 and ends on December 31. All existing memberships

will terminate on 31 December of the same year, regardless of the date a Member may have initiated membership. A period of grace will be extended from January 1st to allow membership renewal (the “renewal period”). Those who have not paid their outstanding membership dues during the renewal period for the upcoming year shall be notified that they are in arrears and that their names will be dropped from the membership rolls within sixty (60) days. Members shall be reinstated upon settlement of outstanding dues at any time during the year, and new Members may join at any time during the year, including by paying membership dues that are invoiced or collected at the same time as when paying registration fees to attend a conference organized by the SOCIETY or its Continental Chapters.

- (c). Members must pay any outstanding dues before being permitted to vote or participate as Officers on any board or Committee. All Members who have paid their annual dues in full are eligible to vote in any election or on any matter that may come before the Members at any meeting of the SOCIETY.
- (d). Members who are also SOCIETY Officers as defined in Article VI must pay their outstanding dues before being permitted to attend and vote at the Governing Board, SOCIETY level committees, Continental Chapter Councils or Continental Chapter Committees. If an Officer fails to pay, a final reminder by e-mail will be issued, which may be followed by telephone contact from the Executive Administrator or a Member of the Executive Committee in cases when there are suspected problems with the use of electronic communication or other concerns. If the Officer’s dues remain outstanding after deemed receipt of a final reminder, then the Officer will be subject to removal under [Section 5 of this Article II](#) and will lose attendance and voting rights until membership dues are paid.
- (e). The payment of dues can be partially or completely waived or deferred for a Member by the Executive Committee if it is deemed that such a waiver would further the interests of the SOCIETY.
- (f). The Executive Administrator does not pay dues to the SOCIETY or for the attendance of any event of the SOCIETY or Continental Chapter.
- (g). The President of the SOCIETY shall pay annual membership dues to the SOCIETY but does not pay registration fees for the attendance of events held by the SOCIETY or Continental Chapters.
- (h). Application.

Every individual seeking admission as a Member of the SOCIETY shall complete an application form approved by the Executive Committee which shall require individuals to at least provide their current mailing address, e-mail address and organizational affiliation or employment. It shall be the continuing obligation of each Member to keep the SOCIETY advised of any change to any of this information and update their own digital profile published online using the SOCIETY’s online membership platform. Such personally identifiable information shall be maintained by the SOCIETY exclusively for the purpose of enabling efficient dissemination of information to the Members by the SOCIETY. The SOCIETY shall maintain a digital Members directory, and Members will be allowed to choose whether to share this information (or part of) within the Members-only access to other SOCIETY Members. The processing and storage of Members’ personal data may involve the necessary sharing of data among the Officers or personnel for the administrative function of the SOCIETY and Continental Chapters, including by way of international transfer, subject to the SOCIETY’s [Privacy and Data Protection Policy](#) as amended from time to time.

Section 4. Rights of Members.

Members of the SOCIETY have the right to participate in SOCIETY conferences or events (virtual or in-person) and to receive publications and other membership benefits as determined by the Governing Board and to vote for candidates running for Office of the SOCIETY.

Section 5. Removal of Members.

- (a). Where, after due enquiry by the Ethics Committee, a Member is found by the Executive Committee to be in breach of the SOCIETY's [Code of Ethics & Conduct](#) as amended from time to time, including being guilty of any felonious or criminal act, or disgraceful conduct in any professional respect (such as but not limited to plagiarism or scientific misconduct), the Executive Committee may resolve to reprimand in such manner as the Executive Committee sees fit, including, suspending or expelling the offending Member from the SOCIETY.
- (b). Further to [Section 3\(b\) of this Article II](#), Members shall be excluded who have not paid dues despite repeated reminders, subject to reinstatement upon receipt of membership dues.
- (c). Officers are Members who shall be excluded if the Officer fails to pay membership dues in accordance with [Section 3\(d\) of this Article II](#) and shall, therefore, be removed from Office in accordance with [Section 13 of Article VI](#) until payment is received.
- (d). Any Member suspended or expelled by resolution as aforesaid shall thereby forfeit all rights and privileges as a Member of the SOCIETY. In the event, an offending member is Fellow of Tissue Engineering and Regenerative Medicine (FTERM), and further to the findings of the Ethics Committee, the Executive Committee will decide whether the issue is serious enough to warrant removal of the fellowship.

Article III

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Conference.

The Annual Conference refers to the general business meeting of Members held by each Continental Chapter. Further to [Section 4 of Article IV](#), each Continental Chapter may conduct an Annual Conference in any given year, except during the year of a World Congress (see [Section 5 of this Article III](#)). Each Chapter Council will appoint the chair of its respective Annual Conference. Each Annual Conference shall be organized and managed in close collaboration with the Governing Board.

The Annual Conference may be held remotely if authorized by the Governing Board. Notice of the time and place of the Annual Conference shall be given to all Members of the international SOCIETY not less than sixty (60) days before such conference. Following the conclusion of any Annual Conference, the Chapter conducting that Annual Conference shall provide: (1) a complete registration list to the Executive Administrator and the SOCIETY's Secretary, and (2) a final account of revenue and expenses to the Executive Committee.

Section 2. Quorum.

Those Members present and entitled to vote at any meeting of the SOCIETY for which notice has been given as provided in [Section 1 of this Article III](#) shall constitute a quorum.

Section 3. Special Meetings.

Special meetings of Members may be called at any time either by the President, a majority of the Executive Committee, a majority of the Governing Board, or twenty-five percent (25%) of the general, Regular Membership. All SOCIETY Members must be notified by the Executive Administrator digitally at least seven (7) days before such a meeting. Special Meetings may also be held remotely if so authorized by the convener.

Section 4. Voting.

At all meetings of the Members, all decisions shall be determined by a simple majority of the Members participating entitled to vote, unless otherwise agreed or required under these By-laws.

Section 5. World Congress.

- (a). Every third year, the SOCIETY will hold a single conference, rotating the location of that conference among the Continental Chapters. The World Congress will serve as the Annual Conference of the SOCIETY for that year. No Continental Chapter will hold an Annual Conference in the year of a World Congress unless there are exceptional circumstances that must be approved by more than two-thirds of the Governing Board. The Council of the Continental Chapter selected to host the World Congress will appoint a Member from that Continental Chapter to serve as the World Congress Chair, subject to final approval by the Governing Board. In accordance with Section 8 of Article VI, the World Congress Chair will participate on the Governing Board of the SOCIETY in an ex officio, non-voting role for a duration at the Governing Board's discretion.
- (b). In accordance with Section 2(a) of Article VI, commencement and termination of the presidency of the Society shall occur simultaneously for the incoming and outgoing Presidents on the last day of the applicable World Congress. Unless an alternative handover arrangement is agreed in writing by the Governing Board, the outgoing President automatically will take on the role of Immediate Past President, meanwhile, the President-Elect will automatically and simultaneously become the acting President following the conclusion of a handover of office ceremony between the President and President-Elect on the last day of the World Congress.

Article IV

CONTINENTAL CHAPTERS

Section 1. Continental Chapters.

The SOCIETY shall designate certain Continental Chapters consisting of one or more countries (according to geographic proximity and/or the nature or level of activity in tissue engineering) to specifically recognize and promote activities in the field of TERM within and among those Regions and for other purposes (the "**Continental Chapters**"). Upon the adoption of these By-laws, the Continental Chapters shall be Asia-Pacific (TERMIS-AP), Europe (TERMIS-EU) and Americas (TERMIS-AM). Each Continental Chapter of the SOCIETY will be named to identify it as a part of and integrated with the SOCIETY. From time to time, upon the recommendation of the Executive Committee and with the approval of the affected Continental Chapter, the Governing Board may rename, consolidate or divide the Continental Chapters, or it may establish new Continental Chapters. Each Member shall be assigned to a Continental Chapter according to their latest mailing address on the membership rolls of the SOCIETY.

Section 2. Organization.

In the ordinary case, a Continental Chapter shall exist as an unincorporated group or Section within the SOCIETY. However, a Continental Chapter may be organized as an incorporated or other legal entity, and the designation of duties of its Officers may be added or amended, all with the consent of the Governing Board, where such organization is required to enable that Chapter to receive funds or other recognition from governments within its geographic region in furtherance of the purposes of the SOCIETY.

Section 3. Duties.

Each Continental Chapter, subject to the Governing Board and in cooperation and coordination with the other Chapters and the SOCIETY as a whole, shall be responsible for network formation, collaboration and cohesion among the Members residing within the countries comprising that Chapter to facilitate or address, among other things, teaching and training, regulatory policies and practices, and interactions with other societies active within its region. Each Continental Chapter shall conduct or facilitate the collection of information regarding the development and application of TERM technologies within its region, and it shall conduct its fundraising activities within its region to finance its activities.

Section 4. Conferences and events.

- (a). Each Continental Chapter may conduct an Annual Conference, except during the year of a World Congress. Each such Annual Conference shall be organized and managed in close collaboration with the Governing Board and in accordance with Section 1 and Section 5 of Article III.
- (b). Each Continental Chapter (and also each Student and Young Investigator Section (SYIS)) are encouraged to conduct educational programs or events, whether as workshops, webinars or by other means, including in the same year as a World Congress, subject to the advance approval by its corresponding Chapter Council or the Executive Committee in the circumstances of approving an event organized by SYIS Global. Collaborative multi-Continental Chapter webinars and collaboration across multiple SYIS are also encouraged. These collaborative efforts should seek advance approval by all involved Chapter Councils and/or the Executive Committee as applicable.
- (c). Once approved, the Governing Board and the Executive Administrator should be notified of the event. Moreover, all organized educational events or webinars shall be notified in advance to the entire international membership of the SOCIETY, even if it is a regional event. The organizers of any event or webinar shall provide a complete registration list to the Executive Administrator and SOCIETY Secretary.

Section 5. Chapter Councils.

(a). Composition.

Each Continental Chapter shall be governed by a Council consisting of at least seven (7) Members, including the Continental Chair and Continental Chair-Elect then in Office, residing within the countries comprising that Chapter. Council members shall serve for three (3) years and until their successors are elected and qualified. A Council member may be elected to serve a second consecutive term; however, completing an unexpired term as provided in this Section shall not be counted when applying this limitation. If a Council member shall resign or be removed from that position, the Continental Chapter shall appoint a Member of the SOCIETY to serve for the balance of the unexpired term. The Continental Chair shall preside at all meetings of the Continental Chapter.

(b). Duties.

Each Chapter Council shall be responsible for the management of the affairs and business of the SOCIETY within its Continental Chapter and may adopt such rules and regulations as they pertain to the conduct of its meetings, election of Council members and the management of the Chapter as it deems proper, provided such rules and regulations are not inconsistent with these By-Laws and the laws of the place of incorporation of the SOCIETY. Should such conflict arise between Continental Chapter rules and regulations and the By-laws of the SOCIETY, then these By-laws of the SOCIETY shall prevail, insofar as this would not result in any contravention of the laws of the place of incorporation. A Chapter Council shall not represent the SOCIETY on any issue, activity, matter, or otherwise without the express permission of the Governing Board, although it is encouraged that Councils engage in their region and bring any such proposals that may benefit its Chapter as quickly as reasonably possible to the Governing Board for approval.

(c). Finances.

- (i). Each Chapter Council may establish its own bank account and shall designate one of its members to serve as the Council Treasurer to perform for the Continental Chapter the duties of the Office of Treasurer of the SOCIETY;
- (ii). The Council Treasurer shall submit to the Global Treasurer regular financial reports that fairly and accurately reflect the current financial condition and historical revenues and expenses of the Chapter. For the prevention of fraud, each Chapter Council shall ensure that the Continental Chapter finances comply with the TERMIS Global Finance Policy, as amended from time to time,

and, as a minimum, all transfer of funds over an agreed amount shall require authorization by two Officers on the Chapter Council; and

- (iii). The Continental Chapter Councils shall be responsible for producing a treasury protocol document for their Chapter, which describes the daily flow of funds within the Chapter and processes for invoices and expenses payments. The Chapter Councils must inform the Governing Board of their protocols to ensure transparency and the safety of the funds.

Article V GOVERNING BOARD

Section 1. Composition.

The Governing Board shall consist of all of the following Officers and Members: the President; the President-Elect; the Continental Chairs; the Continental Chairs-Elect; the five (5) elected Members-At-Large; the Secretary; the World Congress Chair (non-voting); the Treasurer; Legal Counsel and the Immediate Past President. Members of the Governing Board shall serve on the Board for so long as they continue to serve as an Officer or Member-At-Large of the SOCIETY. From time to time, the Executive Committee may additionally add or remove non-voting members to the Governing Board as it sees fit, such as the World Congress Chair-Elect or the Chairs of the SYIS.

Section 2. Duties.

The Governing Board shall be responsible for the management of the affairs and business of the SOCIETY and may adopt such rules and regulations as they pertain to the conduct of its meetings and the management of the SOCIETY as it deems proper, provided such rules and regulations are not inconsistent with these By-Laws and the laws of the place of incorporation of the SOCIETY.

Section 3. Meetings.

Any or all of the Members may participate in a meeting either in-person or remotely by means of conference telephone systems, video conferencing or by any means of electronic communication by which all persons participating in the meeting are able to communicate collectively with one another, and such participation shall constitute presence in-person at the meeting. Regular meetings of the Governing Board shall be held not less than semi-annually, with meetings to be held at such times and places as the Governing Board may determine. Special meetings of the Governing Board may be called by the President at any time or by the Secretary upon receipt of a written request from a majority of the Governing Board Members.

Section 4. Notice of Meetings.

Notice of the place and time of each meeting of the Governing Board shall be served on each Board member, by electronic mail or other written notice, duly served on or sent or mailed at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived. Attendance of a Board member at a meeting of the Governing Board shall constitute a waiver of notice of such meeting except where the Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise expressly required in these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Governing Board need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum.

Nine voting members of the Governing Board shall constitute a quorum. For meetings of the Governing Board during which special measures will be proposed to amend the By-laws, constitution, purpose or mission of the SOCIETY then two-thirds of the Officers participating shall constitute a quorum provided there is one (1) Officer participating from each Continental Chapter, excluding Emerging Countries.

Section 6. Voting.

At all meetings of the Governing Board, each voting Member of the Board shall have one vote, and all decisions shall be determined by a simple majority of the participating Governing Board members who are entitled to vote, excluding those who may be the subject of the vote or otherwise conflicted. If the votes are tied, the President has the casting vote.

Section 7. Members-At-Large: Term and Duties.

Members-At-Large shall serve for a period of three (3) years and until their successors are elected and qualified. A Member-At-Large may be elected to serve one term only and cannot hold the same Member-At-Large position twice for the same geographic area. However, neither a term of an initial Member-At-Large that is abbreviated/shortened as provided in this Section 7 in order to stagger the terms of the Members-At-Large nor the completion of an unexpired term as provided in [Section 8 of this Article V](#) shall be counted when applying this limitation. Any Member who has held the position of Continental Chapter Chair may not subsequently become a Member-At-Large. The Governing Board shall designate each Member-At-Large to be specifically responsible for overseeing one or more of the interests or activities of the SOCIETY. Each Member-At-Large adds an independent voice on behalf of its Continental Chapter, the SOCIETY or Emerging Countries, as applicable, but does not report to the Continental Chapter Chair and does not have to follow a Chapter Council vote in Continental Chapters. The Global Member-At-Large shall chair the Membership Committee.

Section 8. Vacancies.

If a Member-At-Large shall resign or be removed from that position, the Governing Board shall appoint a Member of the SOCIETY to serve for the balance of the unexpired term, provided that, if the vacated position had been occupied by a Member-At-Large elected by a Continental Chapter, the Member so appointed shall reside within that same Chapter region.

Article VI
OFFICERS

Section 1. Officers.

The SOCIETY shall have the following elected Officers: President; President-Elect; and one (1) Continental Chair and one (1) Continental Chair-Elect for each Continental Chapter and at least five (5) other Chapter Council members for each Continental Chapter; Student and Young Investigator Section (SYIS) Council Members (e.g. Chair, Chair-Elect, Secretary, Treasurer) for each Chapter; and five (5) Members-At-Large. The SOCIETY shall have the following appointed Officers: Immediate Past President; Secretary; Treasurer; Legal Counsel; World Congress Chair and any members appointed to any committees for the SOCIETY or committees for Continental Chapters. All Officers must be Members of the SOCIETY.

Section 2. Terms of Office.

- (a). The President and President-Elect shall each hold office for a term of approximately three (3) years in duration with commencement and termination of the term to occur simultaneously. Such transition shall occur, further to [Section 5\(b\) of Article III](#), immediately following a handover of office ceremony on the last day of the applicable World Congress, provided successors have been duly elected and qualified in accordance with these By-Laws and provided no alternative handover arrangement is agreed in writing by the Governing Board. The President-Elect shall automatically and simultaneously succeed to the Office of President upon the conclusion of the outgoing President's term of Office; thereupon, the outgoing President shall automatically and simultaneously succeed to the Office of Immediate Past President.

Once a Member has served as President of the SOCIETY, then that Member may not stand for election to any other position on the Governing Board or Continental Chapter. Former presidents may stand for election within a council or governing body of FTERM provided they become FTERM and if such a council is created. Further to [Section 3\(a\) of Article VII](#), they also may be appointed the Chair of the Ethics Committee by the Executive Committee.

- (b). The Continental Chairs and Continental Chairs-Elect shall each hold office for three (3) years and until their successors have been duly elected and qualified as provided by these By-Laws. A Continental Chair-Elect shall automatically succeed to the Office of Continental Chair for that Continental Chapter upon the conclusion of that Continental Chair's term of Office. Members may only serve one term in each position as a Continental Chair and as a Continental Chair-Elect.
- (c). The Secretary, Treasurer and Legal Counsel shall each be appointed by the Governing Board to hold Office for three (3) years per term or until a successor is appointed and validated unless otherwise authorized by the Governing Board. Each may serve no more than two terms unless otherwise authorized by the Board, and commencement of their terms must be staggered so as not to terminate in the same year.
- (d). The World Congress (WC) Chair shall be appointed by the Governing Board to serve until the end of the year, continuing after the conclusion of the World Congress. There may be an overlap of the outgoing WC Chair and incoming WC Chair at the Governing Board to facilitate information exchange between the two to help the incoming WC Chair. The time of overlap is at the discretion of the Governing Board.
- (e). No Officer may hold more than one Office at the same time, although the President may perform the duties of the Treasurer if that Office is vacant.

Section 3. President.

The duties of the President are as follows:

- (a). to preside over the meetings of the SOCIETY, the Governing Board and to serve as an *ex officio* member of each of the Governing Board's Standing Committees;
- (b). to present, at each conference of the SOCIETY and each Continental Chapter that they attend, a report on the condition of the business of the SOCIETY;
- (c). to cause to be called the regular and any special meetings of the SOCIETY or the Governing Board in accordance with these By-Laws;
- (d). acting with the approval of the Executive Committee, to appoint and remove, employ and discharge, and establish the compensation of all agents, employees and clerks of the SOCIETY other than the duly elected or appointed Officers;
- (e). to nominate persons to fill the unexpired terms of any vacant Offices or offices of Member-At-Large, except to the extent such vacancy is automatically filled by some other provision of these By-Laws;
- (f). to assume the duties of the Treasurer, if that Office is vacant, or to design or give formal written authorization of the Treasurer to process all certificates, drafts or bills of exchange, warrants to other orders for the payment of money duly approved by the SOCIETY subject to and in accordance with the Global Finance Policy as changed from time to time; and
- (g). to enforce these By-Laws and perform all the duties which are required by law and commensurate to the position and Office.

Section 4. President-Elect.

The duties of the President-Elect are as follows:

- (a). to serve as an advisor to the President and to preside in their absence, performing the functions of the President when so acting. To chair taskforces that the President has delegated to the President-Elect where the President may have a conflict of interest or where the President seeks an independent opinion. President-Elects may represent the President at an Annual Conference or World Congress if both the President and Immediate Past President are unable to attend. They also may represent the SOCIETY at other non-TERMIS meetings to advertise the SOCIETY and build connections but should consult first with the Executive Committee and President.

Section 5. Continental Chairs.

The duties of a Continental Chair are as follows:

- (a). to preside over the meetings of the Continental Chapter Council,
- (b). to represent the Continental Chapter at all meetings of the SOCIETY, including the Governing Board and the Executive Committee meetings; and
- (c). to present a report on the condition of the business of the Continental Chapter at its Annual Conference or the World Conference or at any Continental Chapter event attended in the absence of the President.

Section 6. Continental Chairs-Elect.

The duties of a Continental Chair-Elect are as follows:

- (a). to serve as a member of the Continental Chapter; and
- (b). to serve as an advisor to the Continental Chair and to preside in their absence, performing the functions of the Continental Chair when so acting. To chair taskforces that the Continental Chair has delegated to the Chair-Elect where the Continental Chair may have a conflict of interest or where the Continental Chair seeks an independent opinion.

Section 7. Secretary.

The duties of the Secretary are as follows:

- (a). to approve the minutes of the meetings of the Governing Board and Executive Committee of the SOCIETY drafted by the Executive Administrator before final check by the President following which they will be circulated to the relevant Board / Committee for approval;
- (b). to facilitate the Governing Board and Executive Committee votes on behalf of the President;
- (c). to be the safety second custodian of all records of the SOCIETY, having an electronic copy of all articles for the safety of the SOCIETY; and
- (d). to do and perform such duties pertaining to the Office of Secretary as may be designated from time to time by the Governing Board or President.

Section 8. World Congress Chair.

The World Congress Chair is the organizer of the next World Congress who shall serve an ex officio, non-voting role on the Governing Board and who shall discharge such other duties which the President may reasonably request from time to time.

- (a). The immediate past World Congress Chair must ensure availability for open communication with the World Congress Chair as an advisor and resource of insights gained from prior experience, providing as much assistance as reasonably possible in support of the World Congress Chair's efforts to organize the next conference. There may be an overlap of the outgoing WC chair and incoming WC Chair at the Governing Board to facilitate information flow to help the incoming WC Chair. The time of overlap is at the discretion of the Governing Board.

Section 9. Legal Counsel.

Legal Counsel is appointed to the Governing Board and the Executive Committee to act as a parliamentarian, an advisory function providing opinions on a broad range of matters and procedure to the President and other Officers, committees and Members. Legal Counsel shall assist with any questions that might arise in connection to contractual agreements entered by the SOCIETY or Chapter or affiliated entity; liability for the SOCIETY; interpretation or amendment of the By-laws and rules including in connection to any potential conflicts of interest or disciplinary matters; and any other matter that may arise requiring counsel, particularly at the request of the President. Legal Counsel may also assist the President in the planning and steering of the SOCIETY, including assistance with any external or internal communications or negotiations as desired by the President.

Section 10. Treasurer.

The duties of the Treasurer are as follows:

- (a). to have the care and custody of and be responsible for all the funds and securities of the SOCIETY. The Treasurer shall deposit all funds in the name of the SOCIETY in bank or banks, trust company or trust companies or safe deposit vaults approved by the President and the Executive Committee;
- (b). to sign, make, and endorse in the name of the SOCIETY, all checks, drafts, warrants or orders for the payment of money, and pay out and dispose of same and receipt therefore as authorized by the President or the Executive Committee, subject to its Global Finance Policy, as amended from time to time, and such other requirements as the Executive Committee shall establish to provide for effective management of the SOCIETY's finances, but, as a minimum, all transfer of funds over an agreed amount shall require authorization by two Officers on the Executive Committee, one being the Treasurer unless that Office is vacant;
- (c). to render a statement of the condition of the finances of the SOCIETY at each regular meeting of the Governing Board and at such other times as shall be required, and make a full financial report at the World Congress conferences; and
- (d). to do and perform such duties pertaining to the Office of Treasurer as may be designated from time to time by the Governing Board.

Section 11. Immediate Past President.

The Immediate Past President shall serve as the chair of the Nominating Committee and discharge such other duties which the President may reasonably request from time to time. Other duties may include representing the President at an Annual Conference or World Congress or at a meeting where the President is unable to attend. The Immediate Past President may also represent the SOCIETY at non-TERMIS

meetings to advertise the SOCIETY and build connections but should consult first with the Executive Committee and President.

Section 12. Executive Administrator.

The duties of the Executive Administrator are as follows:

- (a). to keep the minutes of the meetings of the Governing Board and of the SOCIETY;
- (b). to give and serve all notices of the SOCIETY;
- (c). to be the custodian of all records of the SOCIETY, and to ensure that the books, reports, statements and certificates required by the statutes of the place of incorporation of the SOCIETY are properly kept, made and filed according to law;
- (d). to maintain the membership roll and keep such records open, subject to inspection as required by law; and
- (e). to do and perform such duties pertaining to the Office of Executive Administrator as may be designated from time to time by the Governing Board or President.

Section 13. Vacancies.

(a). President.

If the Office of President becomes vacant, the President-Elect, if there be one at the time, shall immediately assume the Office of President for the balance of the unexpired term and shall be deemed to have resigned the Office of President-Elect. The President-Elect who assumed the Office early shall remain in that Office to serve the term to which they would have automatically succeeded under [Section 2 of Article VI](#). If there be no President-Elect, the Executive Committee shall appoint a member of the Executive Committee to serve as President for the balance of the unexpired term.

(b). President-Elect.

If the Office of President-Elect becomes vacant, that Office shall remain vacant until the next election when a nominee for that Office would ordinarily be elected, or the Executive Committee shall call an extraordinary new election to fill this position, at its discretion.

(c). Continental Chair.

If an Office of Continental Chair becomes vacant, the Continental Chair-Elect for that Continental Chapter, if there be one at the time, shall immediately assume the Office of Continental Chair for the balance of the unexpired term and shall be deemed to have resigned the Office of Continental Chair-Elect. The Continental Chair-Elect who assumed the Office of Continental Chair early shall remain in that Office to serve the term to which they would have automatically succeeded under [Section 2 of Article VI](#). If there be no Continental Chair-Elect, the Executive Committee shall appoint a member of the SOCIETY residing within that Continental Chapter to serve as Continental Chair for the balance of the unexpired term, or the Executive Committee shall call an extraordinary new election to fill this position, at its discretion.

(d). Continental Chair-Elect.

If the Office of Continental Chair-Elect becomes vacant, that Office shall remain vacant until the next election when a nominee for that Office would ordinarily be elected, or the Executive Committee shall call an extraordinary new election to fill this position at its discretion.

Section 14. Removal of Officers.

- (a). Where, after due enquiry by the Ethics Committee, an Officer is found by the Executive Committee to be in breach of the SOCIETY's [Code of Ethics & Conduct](#), including being guilty of any felonious or criminal act, or disgraceful conduct in any professional respect (such as but not limited to plagiarism or scientific misconduct), the Executive Committee may resolve to reprimand in such manner as the Executive Committee sees fit, including, suspending or expelling the offending Officer from Office or the SOCIETY.
- (b). If an Officer serving on the Executive Committee has two unexcused absences, that Officer shall be referred to the President for a determination of whether to remove the Officer after due consideration of the circumstances. A President must not decide alone whether to remove an Officer but must, instead, closely consult with the Executive Committee for its consideration on how best to proceed and together they agree a resolution. If the President and the Executive Committee cannot reach agreement then the matter should be presented to the Governing Board and a vote taken. If the Officer who has two unexcused absences is the sitting President then the matter shall be referred directly to the Executive Committee for their determination by majority in light of all circumstances.
- (c). An Officer who fails to attend any of the requisite scheduled meetings during a period of one (1) fiscal year, even if excused, shall be referred to the Executive Committee for their consideration of whether to remove the Officer.
- (d). Officers shall be excluded if the Officer fails to pay membership dues following receipt of the initial invoice and a deemed final reminder in accordance with [Section 3\(d\) of Article II](#) and shall be removed as a Member and Officer until payment is received.
- (e). Any Member suspended or expelled by resolution as aforesaid shall thereby forfeit all rights and privileges as a Member of the SOCIETY. In the event an offending member is FTERM, the Executive Committee will decide whether the issue is serious enough to warrant the removal of the fellowship.

Article VII

COMMITTEES OF THE GOVERNING BOARD

Section 1. Committees of the Governing Board.

- (a). There shall exist the following Standing Committees to assist the Governing Board in managing the affairs of the SOCIETY: Executive Committee, Ethics Committee and Nominating Committee and any other committee so created by the Governing Board in accordance with this Article.
- (b). By resolution adopted by a majority of the whole Governing Board, other Standing or Temporary Committees may be appointed by the Governing Board from time to time. Each such Committee shall have and exercise such authority of the Governing Board in the management of the business and affairs of the SOCIETY as the Governing Board may specify from time to time.
- (c). The selection of members of any Standing Committee by the Governing Board shall be made to provide the greatest possible international participation in the management of the affairs of the SOCIETY; however, members of the Standing Committees need not be members of the Governing Board but shall be Members of the SOCIETY.

Section 2. Executive Committee.

(a). Composition.

The Executive Committee shall consist of all of the following Officers: the President; the President-Elect, the Continental Chairs; the Secretary; Legal Counsel; the Treasurer, and the Immediate Past President.

(b). Duties.

The Executive Committee shall be responsible for the management of the affairs and business of the SOCIETY and advises the Governing Board and performs tasks on behalf of the SOCIETY and or to assist the Governing Board at its request. The Executive Committee is the only authority that can remove Officers, Members or FTERM Members, call extraordinary elections and, if necessary, appoint vacancies within the Governing Board or Executive Committee. The Committee's duties include removing candidates who are deemed to have acted contrary to the SOCIETY's Code of Ethics & Conduct, subject to [Section 13 of Article VI](#) and [Section 5 of Article II](#), taking into consideration any findings of the Ethics Committee.

(c). Meetings.

Any or all of the members of the Executive Committee may participate in a meeting by means of conference telephone, video conference or by any means of electronic communication by which all persons participating in the meeting are able to communicate collectively with one another, and such participation shall constitute presence in person at the meeting. Regular meetings of the Executive Committee shall be held not less than quarterly and at such other times and places as the President may determine. Special meetings of the Executive Committee may be called by the President at any time, or by the President or the Secretary upon the written request of a majority of the Executive Committee members.

(d). Notice of Meetings.

Notice of the place and time of each meeting of the Executive Committee shall be served on each Member, by electronic mail or other written notice, duly served on or sent or mailed to him or her at least five (5) days before the date of the meeting, unless the prior receipt of such notice is waived. Attendance of a member at a meeting of the Executive Committee shall constitute a waiver of notice of such meeting except where the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise expressly required in these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting.

(e). Quorum.

At any meeting of the Executive Committee, a majority of the members of the Committee then in Office shall constitute a quorum for the transaction of business.

(f). Voting.

At all meetings of the Executive Committee, each Member of the Committee shall have one vote, and all decisions shall be determined by a simple majority of the Executive Committee members voting. If the votes are tied, the President has the casting vote.

Section 3. Ethics Committee.

(a). Chair.

The Chair of the Ethics Committee should be a member of FTERM and a former President of the Society appointed by the Executive Committee unless otherwise agreed by the Executive Committee. Such Chair is to collaborate with the Committee and coordinate its Members to formulate guidelines, and when a disciplinary matter or ethical situation arises or is referred to the Committee, then the Chair shall lead the review of any incident, allegation or matter and be responsible for communicating the Ethics Committee's assessment to the Executive Committee and to the Governing Board as deemed appropriate.

(b). Duties.

- (i). The Ethics Committee shall draft, amend and recommend guidelines to the Executive Committee for the [Code of Ethics & Conduct](#) of the SOCIETY, to which each Member must comply. It shall ensure this Code of Ethics & Conduct ("**Code of Conduct**") is updated and maintained through regular review. The Committee sets the standards to be used by the SOCIETY and Continental Chapter nomination committees to validate members to run for Office.
- (ii). Any allegation that a Member has breached the Code of Conduct shall be reviewed in light of all reasonable, relevant circumstances by the Committee and make all reasonable enquiry that is practical to do so and deemed necessary before reaching a finding and providing recommendations to the Executive Committee. If an independent review is required, then a qualified third party may be appointed to conduct an external review. The Committee shall communicate any allegations relating to a Member it is investigating to the Member who is the subject of such proceedings and will consider any written response as part of its due enquiry. The Committee will review each potential breach of the Code of Conduct on a case-by-case basis and provide their recommendation to the Executive Committee regarding what actions should be taken, with the Executive Committee having the final authority to act if action needs to be taken.

Section 4. Nominating Committee.

(a). Composition.

The members of the Nominating Committee shall be appointed by the President, subject to the approval of the Executive Committee. The Nominating Committee shall be chaired by the Immediate Past President, or, if that Office is vacant, by a Member appointed by the Executive Committee. To the extent possible and consistent with the interests of the SOCIETY in having the best-qualified persons elected to Office, the Nominating Committee shall be comprised of Members who shall not themselves be nominees for election during the time of their service on the Committee.

(b). Duties.

The Nominating Committee shall be responsible for nominating candidates for all elected positions of the SOCIETY. In discharging this responsibility, the Committee will nominate individuals in accordance with an Election Timetable and Procedure Policy as amended from time to time, and at all times shall seek to provide for the widest possible participation in the management of the SOCIETY among the regions and fields represented within the SOCIETY and will also consider the [Diversity Statement](#) of the SOCIETY as amended from time to time.

Article VIII
ELECTIONS

Section 1. Nomination of Candidates.

- (a). At least thirty (30) days prior to the Election Date, the Executive Administrator shall submit to all Members qualified to vote, by electronic communication or other written notice or by an announcement in an official publication of the SOCIETY, a list of nominations containing at least two candidates for each SOCIETY Office of the Governing Board to be elected, together with sufficient biographical information regarding each Candidate to enable the Members to evaluate the Candidate's qualifications for election, unless otherwise agreed in any Election Timetable and Procedure Policy as amended from time to time. Except as provided in [Section 3](#) and [Section 4 of Article VII](#) of these By-Laws, Candidates for election as an Officer for Committees of the SOCIETY and for Councils of Continental Chapter committees shall be selected by the Governing Board, unless otherwise agreed in any Election Timetable and Procedure Policy as amended from time to time.
- (b). Additional nominations may be made by petition to the SOCIETY President and received or postmarked no later than fifteen (15) days following publication of the list of nominations, setting forth names of the proposed Candidates and the offices for which it is proposed they be nominated, and providing sufficient biographical information regarding each Candidate to enable the Members to evaluate the Candidate's qualifications for election. To be valid, such a petition must be signed by at least twenty (20) current Members, of whom at least five (5) Members must be resident within a different Continental Chapter, or, in the case of a nomination for an office of a Continental Chapter, of whom at least five (5) Members must be resident within a different country within that Continental Chapter. The nomination must be scrutinized by the Nominating Committee before being allowed to be added to the electoral vote.

Section 2. Eligibility of Members for Election.

Any Member in good standing may be eligible for election or appointment as an Officer of the Governing Board unless the Member is otherwise prohibited from serving in that capacity by reason of a limitation on the service of consecutive terms of Office as provided by these By-Laws. However, such a limitation precluding a Member from re-election to an Office shall not bar the Member from election to another Office unless it contravenes any other limitations on office set out under these By-laws. No Member may hold more than one elected Office at one time.

Section 3. Timing of Elections.

The Governing Board shall establish the date each year when votes are cast for the election of Officers and Members-At-Large of the Governing Board (the "Election Date"). The Election Date selected by the Governing Board shall be not later than March 1, which date shall be the Election Date if the Governing Board should fail to select one subject to and in accordance with any Election Timetable and Procedure Policy. The Executive Administrator should announce election timetables at the first Governing Board meeting of each year and keep the Governing Board aware of the schedule and progress.

Section 4. Method of Elections.

Fifteen (15) days prior to the Election Date, the SOCIETY shall cause to be sent -- by electronic communication or written notice -- to all Members then eligible to vote a ballot listing the names of all Candidates nominated for elective Office as provided at [Section 1 of this Article VIII](#), with appropriate voting instructions that shall identify the Election Date and include a statement that the latest permissible return date of ballots to be returned by electronic vote shall be the Election Date. Ballots will no longer be allowed by regular mail/post. Any vote not validated in the manner set forth in the instructions accompanying the ballot shall be held to be null and void. A plurality of votes cast shall elect. In case of a tie vote, the Governing Board of the SOCIETY will cast the deciding vote.

Section 5. Election of Continental Chairs.

Voting for Continental Chair shall be by those Members residing in the Continental Chapter to be represented by that Continental Chair. The place of residence of a Member for purposes of this Section

shall be established by the address of the Member on the membership roll of the SOCIETY as of the date on which the election ballot is sent to the Members.

Section 6. Election of Members-At-Large.

The Global Member-At-Large shall be elected by all of the Members of the SOCIETY, a Member-At-Large representing a Continental Chapter shall be elected by the Members residing within that Continental Chapter, and one Member-At-Large shall be elected by Members residing within the countries that the Governing Board shall designate as Emerging Countries. Continental Chapter's Member-At-Large shall reside in that Continental Chapter region. The place of residence of a Member for purposes of this Section shall be established by the address of the Member on the membership roll of the SOCIETY as of the date on which the election ballot is sent to the Members.

Article IX
PUBLICATIONS

Section 1.

The SOCIETY shall issue or sponsor such publications as in the judgment of the Governing Board, and as advised by the Executive Committee, which will best serve the objectives and purpose of the SOCIETY. This may include publishing the proceedings of Annual Conferences or World Congresses. Provided it is in accordance with any existing publisher contractual arrangements, conference organizers should first approach the official journal of the SOCIETY for a publication offer before requesting offers from other journals and should only select other journals when the terms are more favorable for the SOCIETY and subject to approval by the Governing Board.

Section 2. Official Journal.

The Governing Board, with the advice of the Executive Committee, may approve the designation of a scientific journal as an official journal of the SOCIETY.

Article X
INDEMNIFICATION OF GOVERNING BOARD AND OFFICERS

Section 1.

Each Member of the Executive Committee and the Governing Board and each Officer of the SOCIETY (and their heirs, executors and administrators) who is a party to any litigation action, suit or proceeding (whether civil, criminal, or administrative) by reason of their being or having been a member of the Governing Board or an Officer of the SOCIETY, or a director or officer of any other organization which they served at the request of the SOCIETY, shall be entitled to be indemnified by the SOCIETY against the reasonable expenses actually incurred by him/her in connection with the defense of such litigation, to the extent of available funds or insurance, except in relation to the following two matters:

- (a). in cases as to which they shall finally be adjudged in such litigation to be liable because of dereliction in the performance of their duties while serving as a Member of the Executive Committee or Governing Board or as an Officer or representative of the SOCIETY; or
- (b). in cases that have resulted in a judgment in favor of the SOCIETY and against such individual, or which is ordered to be settled by any payment by that individual to the SOCIETY.

Section 2.

In such cases where the above clause applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of *nolo contendere* or a no-contest plea or in

compromise or settlement of the litigation or in satisfaction of judgments if found guilty. If such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by:

- (a). the vote of a majority of the Executive Committee, if such majority are not involved in any such litigation;
- (b). the vote of a majority number of the Executive Committee excluding for the purposes hereof the Governors in such litigation; or
- (c). a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which such person, including any heirs, executors or administrators, may be entitled.

Article XI
AMENDMENTS

Section 1.

Subject to the applicable quorum provisions of [Section 5 of Article V](#), these By-Laws may be amended by a majority vote of the Governing Board, provided that any amendment of Articles II or IV approved by the Governing Board shall not be effective until ratified by the Members. Amendments approved by the Governing Board which require ratification by the Members to be effective shall be submitted to the Members at the next Annual Conference, as provided in Section 2 of this Article XI, or within one hundred eighty (180) days, further to the method in Section 3 of this Article XI, whichever is sooner, unless the Governing Board shall direct that the amendment(s) be submitted for ratification immediately.

Section 2.

An amendment of these By-Laws approved by the Governing Board may be ratified by a majority vote of the Members attending at any annual or special meeting of the SOCIETY, provided the notice of the amendment to be ratified has been given in writing by the Secretary or Executive Administrator to the Members no later than thirty (30) days before the vote.

Section 3.

An amendment of these By-Laws approved by the Governing Board may be ratified by the Members without a meeting by a majority vote of all the Members, such as by electronic vote. The method of voting on the amendment to be ratified shall be the same as set forth in [Section 4 of Article VIII](#), except that, thirty (30) days prior to the Voting Date, the SOCIETY shall cause to be sent by electronic communication or written notice to all Members then eligible to vote, a ballot listing the proposed amendment(s), with appropriate voting instructions that shall identify the Voting Date and include a statement that the latest permissible return date (in the case of ballots to be returned by electronic transmission) shall be the Voting Date.

Section 4.

Amendments of [Articles II](#) or [IV](#) proposed by a petition to the Governing Board signed by at least one hundred (100) Members shall be submitted to the Members at the next Annual Conference or within one hundred eighty (180) days, whichever is sooner, as provided in this Article.

Article XII
MERGER, CONSOLIDATION OR DISSOLUTION

Section 1.

The merger, consolidation, or dissolution of the SOCIETY shall be in conformity with the appropriate provisions of the laws and regulations of the SOCIETY's place of incorporation.

Section 2.

Upon the dissolution of the SOCIETY, the Executive Committee and Governing Board shall, after paying or making provisions for the payment of all of the liabilities of the SOCIETY, dispose of all of the assets of the SOCIETY used exclusively for the purposes of the SOCIETY in such manner, or to such organization or organizations organized and operated exclusively for scientific education purposes as shall at the time qualify as an exempt organization or organizations under [Section 501\(c\)\(3\) of the United States Internal Revenue Code of 1954](#) (or the corresponding provision of any future United States Internal Revenue Law), as the Governing Board shall determine. Any of such assets not so disposed of shall be disposed of by the courts of the SOCIETY's place of incorporation exclusively for such purposes or to such organization or organizations, as said Court shall determine, provided such entities organized and operated exclusively for such purposes.

END