

INTERNATIONAL SOCIETY FOR INTERFERON AND CYTOKINE RESEARCH

CONSTITUTION

ARTICLE I: NAME AND INCORPORATION

The Name of the Association is the International Society for Interferon and Cytokine Research (I.S.I.C.R.). Pursuant to the original certificate of incorporation, this Association shall conform to the provisions of the Membership Corporation Law of the State of Florida, USA, as a non-profit, non-governmental scientific Society.

ARTICLE II: PURPOSE

The purpose for which the Association is formed is to advance interferon and cytokine research. The Association shall: 1. Promote exchange of knowledge in interferon and cytokine research through meetings, seminars, reports and publications; 2. Initiate and participate in programs related to interferon and cytokine research.

BYLAWS

ARTICLE I: MEMBERSHIP

1. The I.S.I.C.R. shall consist of Members, Honorary Members, Associate Members, Emeritus Members and Student Affiliates. Unless otherwise stated in this document, the designation “Members” excludes Honorary, Associate, Emeritus and Student categories*.
2. Persons admitted as Members in any category shall: a) possess an earned baccalaureate or higher degree in science or medicine or the academic equivalent of the above, and b) be currently engaged in professional activities commonly associated with interferon and cytokine research.
3. Scientist who have attained distinction by their contributions to interferon and cytokine research may be elected as Honorary Members of I.S.I.C.R. upon nomination by any Member to the Awards Committee whose recommendation will be submitted for approval to the Board of Directors. Such Members shall be entitled to full privileges of Membership but shall be exempted from assessment of dues for such Membership.
4. Admissions as a Member shall be by application through and nomination by a National Chapter of I.S.I.C.R. or application directly to the Society Headquarters
5. Active Members may choose to change to Emeritus status at a discount in dues upon their retirement from active employment.
6. Reinstatement. After a lapse of more than one year subsequent to resignation, reinstatement shall be through the usual procedure for any class of Membership. Within a period of one year,

reinstatement to previous status may be effected by payment of all indebtedness to the Association.

7. Only Members in good standing shall have right, title or interest in property and funds of the Association, are eligible for Society Awards* and may hold Association Office or Association Board or Council or Committee Memberships, and vote in elections of the Association. Only Members may represent the Association in professional matters.
8. Postdoctoral fellows, graduates or undergraduate students involved in interferon and cytokine research or closely related academic disciplines, shall be entitled to become Student Affiliates at a discount in Membership dues so long they annually certify to the Society Secretariat that they are in full-time academic studies or research.
9. No person shall be denied Membership on the basis of race, sex, creed or national origin.

*The Board of Directors has affirmed that Students/Fellows are eligible for Travel Awards, Milstein Young Investigator Awards and the Christina Fleischmann Award (07/16/2004)

ARTICLE II: DISCIPLINE

1. Any person holding Membership of any classification who has engaged in conduct which is contrary to or destructive of its purposes or which in any way tends to injure the Association or to affect adversely its reputation shall be subject to disciplinary measures in the manner described in the following section.
2. The formal charges shall be made in writing by at least two Members to an ad hoc Ethics Committee, who shall forward the same, together with their findings, to the Board of Directors. When so warranted, the Board shall fix a time and place for a hearing. A copy of the charges, together with a notice of the time and place of the hearing, shall be provided to the individual against whom the complaint has been lodged at least thirty days before the date of the hearing. The individual may file with the Board of Directors, not less than ten days prior to the hearing, a written answer to the charges. The Board of Directors shall have power to dismiss the charge, to censure, to announce suspension, or expulsion, as the findings warrant. Reinstatement subsequent to suspension, but not expulsion, may be effected by the usual procedure for Membership, provided prior approval of the Board of Directors is obtained.
3. Non-payment of dues: Privileges of Membership begin with the payment of dues following invitation to Membership of each class, except Honorary Members, and payment of dues for each successive year is an annual obligation of Membership. A Member in any category who has not paid dues, or any other duly authorized assessment or obligation shall be classed as delinquent unless all financial obligations are paid by April 1 of the year for which payment is due, and shall be removed from Membership by the Secretary. Reinstatement within the period defined in Article I, Section 6, shall require liquidation of all indebtedness to the Association.

ARTICLE III: OFFICERS

1. The officers of the Society, elected by the Members, shall be a President, who shall serve for two (2) years; a Vice President (or President-Elect), designated as President for the following two (2) years; a Secretary, who shall serve for three (3) years; a Treasurer, who shall serve for three (3) years. The number of terms for the Secretary and the Treasurer shall not be limited. The power

and duties of the Officers of the Association shall be those usually vested in their respective positions or specified by the Bylaws, and as fixed by the Board of Directors to the extent not provided for in the Bylaws.

2. The President shall be the Chief Executive Officer of the Society and the Vice President shall be the second-ranking Executive.
3. Each Officer shall hold office for the term for which he/she was elected and until his/her successor has taken office.
4. The Association shall maintain a Society Headquarters, which will perform the normal functions of such administrative office for the Society and its Officers, Board of Directors and Committees as it is directed to perform by the Board of Directors. The Society Headquarters shall be located with the Secretary and/or with the organization that manages Society Affairs. The Secretary shall be elected for three years, renewable, by renomination by the Council and Election by the Membership.
5. Indemnification of Directors and Officers. The Association shall indemnify any Director or Officer of the Association against any and all costs and expenses, including but not limited to counsel fees, judgments paid and amounts paid in settlements, before and after legal proceedings are commenced, as approved by the Court, actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, civil, criminal, administrative or otherwise, in which he/she may be involved by reason of being or having been such Director or Officer of the Association, except in relations as to matters as to which he/she may be adjudged liable for his/her own negligence or misconduct in performance of duty to the Association pursuant to the laws of incorporation.
6. All Officers of the Association will be nominated by Members of the Council, and shall be elected by the Membership-at-Large.

ARTICLE IV: ORGANIZATION

1. The organization of the I.S.I.C.R. consists of National Chapters now existing or to be formed in the future, as well as individual members from nations without a national chapter.
2. National Chapters may be formed subject to invitation from the President or by approval of the International Council upon application in writing by not less than five Members in good standing who reside in that geographically and politically defined area. National chapters will need to have at least five members to have an official (voting) seat on the International Council, however, one representative can attend the International Council meetings as an *ad hoc* member.
3. Each National Chapter shall have full local autonomy in all matter not defined, limited or reserved by the Association in its Constitution and Bylaws, or by statement of policy officially adopted by the Council and Board. However, all National Chapter activities involving the interests and operations of the I.S.I.C.R., as differentiated from matters of concern, activity and authority limited to the local section, must be approved by the Board of Directors and/or Council. There shall be nothing in the National Chapter constitution or bylaws contrary to the interests of the I.S.I.C.R. The fiscal year of the National Chapter shall begin January 1 and shall end December 31. Results of the National Chapter elections of Chapter Officers shall be reported to the I.S.I.C.R. Headquarters within 30 days of such elections.

4. The official language of the Society shall be English.

ARTICLE V: COUNCIL

1. Powers, Duties and Functions. As the Representative Body of the I.S.I.C.R., the Council represents the Membership. Thus, the Council shall provide guidance and recommendations to the Officers and Board of Directors in formulating goals, long-range plans and priorities for programs and activities by their advice at the annual meeting of the International Council or via direct communication with Society officers and shall serve as a communications link between the I.S.I.C.R. and the National Chapter Members. 2. Membership and Terms of Office.

- a) The Membership of the Council, known as Councilors, shall consist of Representatives of the National Chapters and ex-officio Members. Only Members of the I.S.I.C.R. shall serve as Councilors or Alternates.

Every National Chapter having at least five members shall be entitled to one Councilor and to one additional Councilor for each 25 Members in good standing on its roster. Every National Chapter shall be entitled to designate one Alternate for each of its Councilors; such Alternates shall serve only in the absence or disabilities of the Councilors. The manner of selection of the Councilors and Alternates shall be within the sole discretion of each National Chapter.

The I.S.I.C.R. Officers and the Immediate Past President shall be ex-officio Councilors during their terms without vote in the Council except as hereinafter provided. The President while serving in that Office, shall Chair the Council and shall have a vote in the Council only to break a tie vote, but shall not be compelled to vote in any such instance.

- b) The Term of office of a Councilor shall be three years; Councilors are not limited in their terms but National Chapters are encouraged to rotate their members on the council.
3. Meetings. The Council shall meet regularly at the Annual Meeting of the I.S.I.C.R. A quorum for this meeting shall consist of a councilor/alternate from at least 5 national chapters. Upon receiving a petition signed by a majority of the Council Members, the President shall call a special meeting of the Council. It shall be the responsibility of each National Chapter to be represented at officially convened meetings of the Council by the duly authorized representative(s) chosen by that Chapter.
 4. The Secretary of the Society shall serve as the Secretary of the Council.

ARTICLE VI: BOARD OF DIRECTORS

1. Powers, Duties, and Functions. Responsibility and authority for the management and control of the properties, funds and activities of the I.S.I.C.R. shall be vested in a Board of Directors as the Governing Board of the Association. The Board shall also:
 - a) Have authority and responsibility for establishing objectives and assigning responsibilities for the programs and activities of the I.S.I.C.R.

- b) Have authority to indicate, formulate and adopt statements of official policy for the Association.
 - c) Have authority to require reports from any I.S.I.C.R. Officer or Committee or National Chapter.
 - d) The President, as the representative of the Board of Directors, shall report to the Council and to the Membership at each of their respective meetings.
 - e) Have authority to establish and alter or amend rules and procedures governing the proceedings and meetings of the Board of Directors, which are not inconsistent with the Articles of Incorporation and the Bylaws.
 - f) Shall have authority to appoint, fix the size and responsibilities of I.S.I.C.R. Committees.
 - g) Have authority and responsibilities for other duties and functions customarily incumbent upon the governing board of an Association.
 - h) Shall represent the Association, through its Committees, in all negotiations with other Associations and/or private or public firms (e.g., publishers, conference organizers, accountants). Alternatively, the President may appoint, with approval of the Board of Directors, an ISICR member in good standing to represent the ISICR in all negotiations with other Associations and/or private or public firms (e.g., publishers, conference organizers, and accountants).
2. Membership. The Board of Directors shall consist of the Officers of the Association and three Members elected by the Council, to serve terms of two years. Not more than one Board Member elected by the Council may be from the same National Chapter. The President shall serve as Chairman of the Board.
 3. Meetings. Regular meetings of the Board of Directors shall be held annually at the Annual Meeting of the I.S.I.C.R. and otherwise may be determined by the President or by a majority of the Members of the Board of Directors. A quorum of the Board of Directors shall be a majority of the Members thereof.

ARTICLE VII: COMMITTEES

1. Committees. The Association shall have such Standing Committees as the Bylaws provide, and may have such other Committees as may be required and are established from time to time by the Board of Directors. The Duties and responsibilities of each Committee shall be those usually implied by their titles and such others as specified by the Bylaws or by the cognizant body; and their purpose is to aid the Board of Directors and Council in the performance of their functions and in achieving the mission of the Association.
2. The Standing Committees accountable to the Board of Directors shall be:
 - a) Awards; b) Finance; c) Meetings; d) Membership; e) Publications
3. Membership. Standing Committees shall consist of a Chairperson and not more than seven other Members. Only Members shall serve on I.S.I.C.R. Committees.

4. Manner of Appointment. The Chairperson of the Standing Committees shall be appointed by the President with the consent of the Board of Directors. Appointment of additional Members of the Committee shall be made by the President in the same manner and with the advice of the Chairperson of the Committee concerned.
5. Terms of Office. The terms of office of all Members of the Standing Committees shall be three years. The terms of office of other than standing Committees shall be for the duration of existence of the Committee as specified by the Board of Directors.
6. Reports. The Chairperson of Standing Committees render an annual report to both the Council and the Board of Directors, to be received by the Secretary at least thirty days following the Annual Meeting of the Association. Chairpersons of other than Standing Committee shall render a report to the president upon completion of its assigned function. Committee reports may be published in the Association's publications or other appropriate places, when authorized by the Board of Directors.

ARTICLE VIII: FINANCES

1. Finance Committee
 - a) This Committee shall consist of the Officers of the Association and two Members appointed by the President, with approval of the Board of Directors, to serve 3 year terms. The Treasurer of I.S.I.C.R. shall serve as Chairman of the Committee.
 - b) The duties of the Finance Committee are:
 - 1) Prepare an annual budget and present it to the Board of Directors.
 - 2) Revise and amend the budget as required.
 - 3) Monitor all financial activities (including publications, meetings and investments, and provide guidance as requires or requested, and arrange for an annual accounting.
 - 4) Devise and implement mechanisms for all I.S.I.C.R. financial operations and recommend financial policies to the Board of Directors.
 - 5) Report all Finance Committee actions at each Board of Directors Meeting and submit an Annual Report.
2. Dues. Changes in the annual assessment of dues for the forthcoming calendar year, for each class of Membership, can be proposed by the Finance Committee and determined by a majority vote of Board of Directors.

ARTICLE IX: PUBLICATIONS

1. The Association can have a journal to serve as the Official Publication of the Society.

2. Publications Committee. The Board of Directors and Officers will delegate to a Publications Committee the responsibility for approving all Editors and Editorial Board Members of all Official Publications of the Association. All decisions relative to scientific content of the Official Publications of the I.S.I.C.R. shall be made by the Editors and Editorial Board Members.

ARTICLE X: FISCAL YEAR

The fiscal year of the Association and its National Chapters shall begin January 1 and end December 31; the tenure of all Officers and Members of Committees shall normally begin at the start of the fiscal year.

ARTICLE XI: ELECTIONS

1. Each Council Member shall submit to the Secretary, at least not later than three months before the beginning of the next fiscal year, a signed list naming one person nominated by them for election to the appropriate Offices of Association. Alternatively, nominations can be made at the meeting of the International Council.
2. Elections.
 - a) The Society Headquarters shall, not later than 45 days before the beginning of the next fiscal year, mail to each member in good standing a ballot showing vacancies to be filled and the persons nominated for each position. The order of listing should be alphabetical.
 - b) Ballots received within 45 days of the mailing of the ballots to the Members shall be opened and counted by the Office of the Secretary or the designated administrative offices as chosen by the President, in the presence of two witnesses except in the case of the election of the Secretary where the President or President-Elect can serve this function upon request of the Council. For each Office on the ballot, the nominee receiving the largest number of votes cast shall be declared elected.
3. Councilors. Each National Chapter shall, not later than thirty days before the Annual Meeting of the I.S.I.C.R., inform the Secretary of the name(s) of its duly chosen representative(s) to the Council.

ARTICLE XII: MEETINGS, NOTICE THEREOF AND AGENDA

1. The stated Annual Meeting of the I.S.I.C.R. shall be held at a time and place determined by the Board of Directors based on the recommendations of the Meetings Committee.
2. Each Annual Meeting shall be arranged by the Meetings Committee and the Host National Chapter in full accord with the current "Meeting Guidelines" established by the Meetings Committee and the Board of Directors.
3. All business negotiations relative to the Annual Meeting of I.S.I.C.R. are subject to approval by the Board of Directors.

4. Notice of the holding of the Annual Meeting will be published in Official Publications of the I.S.I.C.R., and elsewhere as determined appropriate by the Meetings Committee, in advance of the Meeting.
5. At the Annual Meeting there shall be a meeting of the Membership of the Association, presided over by the President. A quorum for this meeting shall consist of a councilor/alternate from at least 5 national chapters.
6. Members of the Society shall receive reduced registration fees for all Society Meetings.
7. Conduct of all business meetings of the Association shall be governed by Roberts Rules of Order Newly Revised.

ARTICLE XIII: AMENDMENTS TO THE CONSTITUTION AND BYLAWS

1. Amendments shall be proposed by a majority of the Council, or by a petition to the Board of Directors signed by at least ten percent of all Members in good standing.
2. Upon receipt of duly proposed amendments, the Secretary shall see that within 45 days a ballot is mailed regarding the proposed amendments to each Member. Ballots returned within 45 days of this mailing shall be counted by the Secretary and one witness, and proposed amendments shall become effective at the specified time upon receiving a two-thirds affirmative vote of all ballots cast.
3. The Board of Directors, by motion of any one Director, can propose amendments to the Bylaws, such proposed amendments shall be voted upon as described in Section 2.

ARTICLE XIV: EFFECTIVE DATE OF PRESENT DOCUMENT

1. This Constitution and Bylaws is effective starting July 31, 2004 superseding previous Constitution and Bylaws.