

BYLAWS : The Society for Immune Polymorphism

ARTICLE I. NAME AND LOCATION OF ORGANIZATION

Section 1. Name

The name of the corporation is THE SOCIETY FOR IMMUNE POLYMORPHISM, hereinafter referred to as “the Society”.

Section 2. Location

The registered office of the Society shall be located in the State of Colorado. The Society may also have offices in such other localities, either within or outside of the State of Colorado, as may be determined by the Board of Directors.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The Society is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The Society is an international membership organization of scientists dedicated to understanding the genetic and functional variation of the vertebrate immune system, and the vertebrate immune system’s role in health, disease, and evolutionary biology.

Together with its members, the Society’s vision is increased collaboration, engagement and sharing of domain knowledge between scientists focused on any aspects of immune-related genomics.

The specific objectives and purpose of the Society are:

- a. to provide a forum for basic science, and clinical, industrial and educational applications related to immune polymorphism;
- b. to share and disseminate research findings related to immune polymorphism;
- c. to assist in the integration of immune polymorphism-related data resources, and;
- d. to promote the development of secure open-source, cloud-based technologies that advance the analysis, collection, exchange and storage of immune-related genomic data.

Section 3. Policies

The Society shall be noncommercial, nonsectarian, and nonpartisan. The name of the Society shall not be used in connection with any commercial concern or any partisan interest or for any purpose not appropriately related to the promotion of the purposes

of the Society. No activities of the Society shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidates for public office.

The Society has the power and authority to accept gifts and/or contributions by will or otherwise in any form of property or money, provided that the purpose of such gift or contribution, as specified by the donor, is within the purposes of the Society.

ARTICLE III. MEMBERSHIP

Section 1. Categories of Membership

The Society shall consist of Members.

Section 2. Eligibility for Membership

Membership in the Society shall be open to persons who are interested in the advancement of immune polymorphism science, and others who are interested in the purposes of the Society in Article II, Sections 1 and 2, and who have been nominated by one current member of the Society. The membership, through the Board of Directors, provided by Section 2 of Article V, shall have ultimate authority over the affairs of this organization. Membership is granted after completion and receipt of a membership application and annual dues.

Section 3. Annual Dues

The amount required for annual dues shall be \$100, unless changed by a majority vote of the members of the Society at an annual meeting of the full membership. Membership applications from upper-middle income nations (as defined by the World Bank) will be discounted 50%, and those from low-middle-income and low-income nations will be discounted 100%, respectively, upon request. Continued membership is contingent upon being up-to-date on membership dues. Annual membership dues will be due in January of each year, or within one month of the acceptance of a new Member's application for membership. Dues for new memberships that are paid after June 30th, will apply for the entirety of the following year.

Failure to Pay Dues

If a member fails to pay dues, they shall be considered a Former Member, with no rights of membership. If a membership lapses for more than two consecutive years, a new membership application will be required to reinstate the membership.

Section 4. Application for Membership.

New applications for membership must be accompanied by nominations from one member of the Society. Applicants who are new to the field of immune polymorphism are encouraged to contact members of the Board of Directors to express their desire for nominations. Applications for membership renewal will be automatically approved upon receipt of the application.

Section 5. Rights of Members

Each Member shall be entitled to participate in meetings of the Society, and eligible to cast one vote in the Society's elections.

Section 6. Resignation and Termination

Any member may resign by filing a written resignation with the Board Secretary and Vice Chair. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 7. Membership List.

The Board Secretary and Vice Chair, or their designee, and the Membership and Development Committee Chair, shall maintain a current list of all members of the Society. It shall be the duty of members to keep their membership information updated, through means established by the Board Secretary and Vice Chair.

Section 8. Non-voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings of the Membership

An annual meeting of the members shall take place once per calendar year, at a time and place designated by the President and Board Chair. At the annual meeting, the members shall elect members of the Board of Directors, receive reports on the activities of the association, and determine the direction of the association for the coming year. Minutes of the annual meeting of the members shall be distributed to the membership of the society.

Section 2. Special Meetings of the Membership

A special meeting of the membership may be called via a petition signed by forty percent (40%) of voting members. Minutes of special meetings of the membership shall be distributed to the membership of the society.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least thirty percent (30)% of the active membership present either in person or electronically.

Section 5. Voting

All issues to be voted on, with the exception of amendments to the bylaws (see Article XII, section 2), shall be decided by a simple majority of those present at the meeting in which the vote takes place. Voting by proxy is prohibited.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Society shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than twelve (12) including the following officers: the President and Board Chair, the Board Secretary and Vice Chair, and the Treasurer.

At least two (2) of the Directors should be early career Members (e.g., graduate students, post-doctoral fellows, laboratory technicians, or junior scientists) who are not laboratory or research directors.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present either in-person or electronically and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related within second-degree familial relationships, or marriage/domestic partnership within the second degree of affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Society whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the Nominations Committee.

The terms of Directors shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least half of the regular meetings of the Board in each year.

Section 3. Regular and Annual Meetings

Regular meetings of the Board of Directors shall be held at least four times a year, at a time and place designated by the Board Chair, with additional meetings held as determined by the Board (as defined in Article V, Section 4). Regular meetings of the Board of Directors can be held either in-person, online or as a hybrid of the two. An annual meeting of the Board of Directors shall be held within one month of the annual meeting of the membership at a location designated by the Executive Committee of the Board of Directors. The annual meeting of the Board of Directors can be held either in-person, online or as a hybrid of the two. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President and Board Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them. Special meetings must allow in-person or electronic attendance, or a hybrid of the two.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or electronically of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit their seat on the Board. The Board Secretary and Vice Chair shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the scientific community and support the work of the Society by providing expertise and professional knowledge.

Section 12. Parliamentary Procedure

The President and Board Chair shall determine any question concerning parliamentary procedure at meetings by reference to Robert's Rules of Order Newly Revised.

Section 13. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Society would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. A Director who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President and Board Chair, Secretary and Vice Chair, and Treasurer. All officers must have the status of active members of the Board.

Section 1. President and Board Chair

The President and Board Chair shall preside at all meetings of the Society membership. The President and Board Chair shall have the following duties:

- a. They shall preside at all meetings of the Executive Committee at which they are present.
- b. They shall organize and conduct the annual meeting of the Board of Directors.
- c. They shall have general and active management of the business of the Society.

- d. They shall have general superintendence and direction of all other officers of the Society and see that their duties are properly performed.
- e. They shall assess, in consultation with the Board of Directors, the board's activities in meeting the Society's purposes.
- f. They shall develop the agenda for the annual meetings of the Society membership.
- g. They shall submit a report of the operations of the Society for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board of Directors all matters that may affect the Society.
- h. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Secretary and Vice Chair

The Secretary and Vice Chair shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Secretary and Vice Chair shall attend all meetings of the Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all proceedings in a document to be kept for that purpose. They in concert with the President and Board Chair shall make the arrangements for all meetings of the Society, including meetings of the Executive Committee, the Board of Directors and the annual meeting of the organization.
- b. They shall send notices of all meetings to those eligible to attend, and shall take reservations for the meetings.
- c. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Executive Committee or the President.

Section 3. Treasurer

The Treasures duties shall be:

- a. They shall receive the Society's finances, manage dues and disperse funds as directed by the Board of Directors.
- b. They shall present a complete and accurate report of the finances raised by the Society at each meeting of the members, or at any other time upon request to the Board of Directors.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the Society according to funding source guidelines and generally accepted accounting principles.
- d. They shall perform such other duties as may be prescribed by the Executive Committee or the President under whose supervision they shall be.

Section 4. Election of Officers

The Nominating Committee shall submit at the Board of Directors meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Society. Those officers elected shall serve a term of three years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee can serve for no more than three (3) consecutive terms in that office.

Section 5. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies that occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Executive Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create or eliminate committees as needed, such as fundraising, education, data collection, etc. Committee Chairs shall be members of the Board of Directors, elected by the membership.

Section 2. Executive Committee

The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which shall include three other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board of Directors must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors identifying Society income, expenditures, and pending income. The financial records of the organization shall be made available to the membership and Board of Directors.

Section 4. Nominating Committee

The Nominating Committee shall be composed of one Member of the Board of Directors, selected by a majority of the Board of Directors, and volunteer members, at least one of whom should be a Trainee Member.

The Nominating Committee shall secure nominations for Board Members-elect from the members, and shall prepare slates of nominees such that diversity in gender, ethnicity and scientific focus among the members of the Board of Directors shall be maintained. The Nominating Committee shall ascertain whether the nominees are qualified and willing to serve if elected and shall be responsible for making a preferential count of the election ballots and reporting the results to the Board of Directors. The nominating committee will accept at least 50% of nominations from the Diversity and Inclusion committee.

Section 5. Web Committee

The Web Committee shall manage the physical and virtual infrastructure necessary to maintain the Society's records, facilitate communications between the Board of Directors, the other committees, the society membership and the Advisory Council, and collect membership fees.

Section 6. Social Media Committee

The Social Media Committee shall manage the online presence and activities of the Society to best serve the membership and advance the purposes of the Society.

Section 7. Literature and Publications Committee

The Literature and Publications Committee shall identify scientific publications pertinent to the Society and its purposes, and communicate these to the membership. This committee communicates with the editors of journals pertinent to the purposes of the Society to facilitate relevant editorials, reviews and commentaries.

Section 8. Publicity and Community Engagement Committee

The Publicity and Community Engagement Committee shall promote the Society's visibility and involvement among local international communities, cultivate relations and spearhead collaborative initiatives with related societies and community organizations, and publicize the Society through the distribution of announcements and other outreach communications.

Section 9. Membership and Development Committee

The Membership and Development Committee shall develop and implement strategies for member recruitment and outreach in university departments, academic societies, and other institutions, promote membership through the distribution of announcements and other outreach communications inside and outside the Society membership, monitor membership levels, and oversee membership policies with the goal of growing the Society.

Section 10. Diversity and Inclusion Committee

The Diversity and Inclusion Committee shall cultivate a shared commitment to diverse and inclusive perspectives, in addition to a culturally competent and inclusive environment that values and respects the human differences, dignity, and well-being of every Society member. The Diversity and Inclusion Committee shall engage the Society to embrace and accept diversity and inclusion as a core value, increasing the participation of individuals from diverse backgrounds in the Society and in immune polymorphism research. The Diversity and Inclusion

Committee will be responsible advising the nominating committee about nominations to the board.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any Director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
2. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 2 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they

shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Minutes of the board and all committees with board delegated powers shall be stored in a shared, password-protected electronic repository, accessible only to members of the board and members of committees with board delegated powers. Minutes of the board and all committees with board delegated powers are considered private communications, and only summaries of minutes of the board and all committees with board delegated powers will be distributed to Members.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, officer and member of a committee with Board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

An initial periodic review shall be performed five years after the date of incorporation and biennially thereafter.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article IX, Section 7, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the state of Colorado, the Society shall indemnify any director, officer, employee, or agent, Member or Former Member of the corporation, or any person who may have served at the Society's request as a director or officer of another organization (each of the foregoing Members, Former Members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Member, Former Member, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Society may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Society would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. DOCUMENTS AND RECORDS

The Society shall keep complete documents and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2. Bylaws

Bylaws for this Society shall be reviewed annually and updated at least every five (5) years.

The Board of Directors may propose amendments to these Bylaws by majority vote at any regular or special meeting of the Board. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and the manner provided for the giving of notice of meetings of Directors.

The Society shall by a two-thirds (2/3) vote of the members present adopt amended Bylaws at any Society meeting provided written notice of the meeting was given at least thirty (30) days prior to the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at such meeting. The notice shall contain, the place, date and time of the meeting and the general nature of the business that the Board, at the time of the notice, intends to present for action by the members, including the proposed amendment, current bylaw and the rationale for offering the amendments, but any proper matter may be presented at the meeting for action.

ARTICLE XIII. DISSOLUTION OF THE CORPORATION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any assets not so disposed shall be

disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors of this Society, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 15 preceding pages, as the Bylaws of this Society.

ADOPTED AND APPROVED by the Board of Directors on this 10th day of December 2024.

Steven J. Mack, President and Board Chair, Society for Immune Polymorphism

ATTEST: Jason Krawic, Secretary and Vice Chair, Society for Immune Polymorphism

Remaining Directors