

**BYLAWS
OF
SOCIETY FOR LABORATORY AUTOMATION AND SCREENING**

ARTICLE I

Purpose

The Society for Laboratory Automation and Screening (“Society”) is an Illinois not-for-profit corporation organized and operated exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. In particular, the Society’s purposes are to advance laboratory science and technology through education and scientific research, and to serve as a public forum for the exchange of information related to laboratory science and technology (“Exempt Purposes”).

ARTICLE II

Offices

The Society shall continuously maintain in the State of Illinois a registered office, and a registered agent at the same address. The Society may have other offices within or outside the State of Illinois.

ARTICLE III

Members

SECTION 3.1. CATEGORIES OF VOTING MEMBERS. The Society shall have the following four (4) categories of voting members:

SECTION 3.1.1. REGULAR MEMBERS. Any individual who supports the Exempt Purposes of the Society is eligible for regular membership in the Society. A regular member shall pay annual dues applicable to regular members. In addition to the rights expressly granted to regular members under applicable law and these bylaws, regular members shall enjoy such privileges as determined from time to time by the Society’s Board of Directors (“Board”).

SECTION 3.1.2. RETIRED MEMBERS. Any individual who supports the Exempt Purposes of the Society and is retired from the industry is eligible for retired membership in the Society. A retired member shall pay annual dues applicable to retired members. A retired member shall enjoy all the rights and privileges of a regular member.

SECTION 3.1.3. EARLY CAREER MEMBERS. Any individual who supports the Exempt Purposes of the Society and who graduated from an accredited undergraduate or graduate program within the preceding five (5) years is eligible for membership in the Society as an early career member. An early career member shall be required to pay annual dues applicable to early career members. An early career member shall enjoy all the rights and privileges of a regular member.

SECTION 3.1.4. DISTINGUISHED MEMBERS. A voting member who has been in good standing for ten (10) years may, at the discretion of the Board, become a distinguished member. A distinguished member shall not be required to pay annual dues. A distinguished member shall enjoy all the rights and privileges of a regular member.

SECTION 3.1.5. EMERGING ECONOMY MEMBERS. Any individual who supports the Exempt Purposes of the Society and resides in a country determined by SLAS, in its sole discretion, to be an emerging economy is eligible for an emerging economy membership in the Society. An emerging economy member shall pay annual dues applicable to emerging economy members. In addition to the rights expressly granted to emerging economy members under applicable law and these bylaws, emerging economy members shall enjoy such privileges as determined from time to time by the Board.

The application process applicable to the foregoing voting memberships shall be determined by the Board from time to time. The Society shall maintain a policy or policies setting forth the specific rights, requirements, dues, and other prerequisites applicable to the various membership categories, which may be amended from time to time by the Board. In the event of any conflict between these bylaws and the policy or policies applicable to the membership categories, these bylaws shall govern. The nature (*cash or in-kind*), amount, and due date of membership dues applicable to the various membership categories shall be determined by the Board from time to time. The Board may refuse to grant an individual's application for any category or class of membership whenever the Board determines doing so is in the best interest of the Society. Once approved, an individual's membership in the Society shall continue until the individual fails to pay annual dues, resigns, dies, or the individual's membership is terminated by the Society in accordance with these bylaws.

SECTION 3.2. NON-VOTING MEMBERS. The Board may, by written resolution, establish non-voting member categories. The resolution shall state any rights, qualifications, requirements, application procedures, and privileges for each non-voting member category as well as the fact that the non-voting members have no voting right. The Board may terminate or revise any non-voting member category at any time. The Board may terminate an individual's non-voting membership at any time or for any reason.

SECTION 3.3. DESIGNATION WITHIN BYLAWS. Hereafter, within these bylaws, voting members in good standing shall be referred to by the capitalized term: "Members" and non-voting members shall be referred to by the term: "non-voting members."

SECTION 3.4. RESIGNATION. Any Member or non-voting member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Members and non-voting members who resign their membership are not entitled to the return of previously paid annual dues or any portion thereof.

SECTION 3.5. REINSTATEMENT FOLLOWING RESIGNATION. Within one (1) year following resignation, a Member or non-voting member may reinstate their membership to the previous status by paying all dues and any other indebtedness owed to the Society. Following the one (1) year anniversary of their resignation, a Member or non-voting member may only reinstate their membership through the application process applicable to all new Members and non-voting members, and the advanced payment of annual dues for the current year.

SECTION 3.6. TERMINATION OF MEMBERSHIP. The Society may terminate the membership of any Member or non-voting member if the Board determines such Member or non-voting member has engaged or is engaging in conduct that: (i) violates the bylaws, policies, codes, rules or regulations of the Society, as may be amended from time to time; or (ii) is otherwise contrary to the interests of the Society. In the event the Board seeks to terminate any membership in accordance with this provision, the Society will notify the Member or non-voting member that the Board will consider terminating their membership during a meeting of the Board scheduled not less than twenty-one (21) days following the date the notice is provided to the member. The notice shall also inform the Member or non-

voting member of the date of the Board meeting during which their membership termination will be considered, and notify them that they may submit a written response to the Board in advance of the meeting which the Board will review and consider when it determines whether to terminate their membership. The decision of the Board regarding whether to terminate the membership of any Member or non-voting member is final and not subject to appeal. A Member and non-voting member whose membership is terminated, is not entitled to the return of previously paid annual dues or any portion thereof.

SECTION 3.7. TRANSFER OF MEMBERSHIP. Membership in the Society is not transferable or assignable.

SECTION 3.8. NO MEMBERSHIP CERTIFICATES. No membership certificates shall be required for any membership class or category.

ARTICLE IV *Meetings of Members*

SECTION 4.1. ANNUAL MEETING. The Members shall conduct an annual meeting; the date, time, and place of which shall be determined by the Board.

SECTION 4.2. SPECIAL MEETING. Special meetings of the Members may be called by the President, the Board, or by not less than fifty percent (50%) of the Members for the purpose or purposes stated in the call of the meeting.

SECTION 4.3. PLACE OF MEETING. Any meeting of the Members, including annual and special meetings, may be held within or outside of the State of Illinois at such place as shall be fixed by the Board. If no designation is made by the Board, the place of meeting shall be the registered office of the Society in the State of Illinois.

SECTION 4.4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or, in the case of a removal of one (1) or more Board members, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 4.5. WAIVER OF NOTICE. Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a 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 and presents his/her objection at the beginning of the meeting or promptly upon his/her arrival.

SECTION 4.6. FIXING OF RECORD DATE. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be no more than sixty (60) days and, for a meeting of Members, not less than five (5) days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than twenty (20) days before the date of such meeting. If

no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When determination of Members entitled to vote at any meeting of Members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 4.7. QUORUM AND MANNER OF ACTING. Ten percent (10%) of the Members at a meeting of the Members shall constitute a quorum, provided that if less than ten percent (10%) of the Members are present at the meeting, a majority of the Members present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the Members at the meeting shall be the act of the Members, unless the vote of a greater number is required by the Illinois General Not For Profit Corporation Act, the articles of incorporation, or these bylaws. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 4.8. VOTING. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Voting on any question or in any election at a meeting may be by voice unless the chair of the meeting shall order or any Member shall demand that voting be by ballot. Proxy voting, cumulative voting, and voting agreements are prohibited.

SECTION 4.9. INFORMAL ACTION BY VOTING MEMBERS. Unless otherwise provided in the articles of incorporation or these bylaws, any action required to be taken at any annual or special meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken via ballot without a meeting in writing by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes, or such larger number as may be required by law, the articles of incorporation, or these bylaws; provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one (1) or more Board members, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. Such informal action by Members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the action is delivered to all Members entitled to vote with respect to the subject action.

SECTION 4.10. INSPECTORS. At any meeting of Members, the chair of the meeting may, or upon the request of any Member shall, appoint one (1) or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members. Each report of an inspector shall be in writing and signed by the inspector, or by a majority of them if there is more than one (1) inspector acting at the meeting. If there is more than one (1) inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence of the same.

ARTICLE V ***Board Of Directors***

SECTION 5.1. GENERAL POWERS. The affairs of the Society shall be managed under the direction of its Board. In these bylaws, wherever the Board's authority to act is provided, said authority shall be exercised in the Board's sole and absolute discretion. Without limiting the foregoing, the Board's

responsibilities include: (i) setting the Society's goals, strategic plan, direction, governing documents, and policy; (ii) adopting the Society's annual budget; and (iii) hiring and overseeing the Society's Chief Executive Officer ("CEO").

SECTION 5.2. NUMBER. The Board shall be composed of nine (9) Members (*non-voting members are not eligible to serve on the Board*). The number of voting Board members may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent Board member.

SECTION 5.3. QUALIFICATIONS. In order to serve as a Board member, an individual must: (i) be over the age of eighteen (18); (ii) be dedicated to advancing the Exempt Purposes of the Society; (iii) be a Member of the Society; (iv) be independent (*as defined in this section*); and (v) not have a business or family relationship with any other Board member, officer, or employee of the Society. An individual is not required to be a resident of the State of Illinois in order to serve on the Board. An individual shall be considered independent if: (i) the individual is not compensated by the Society as an employee; (ii) the individual does not receive total compensation or other payments exceeding \$10,000 during the Society's tax year from the Society or from a related organization(s) as an independent contractor; (iii) the individual's compensation is not determined by individuals or organizations who are compensated by the Society; (iv) the individual does not receive, directly or indirectly, material financial benefits from the Society except as a member of the charitable class served by the organization; and (v) the individual is not related to anyone described above (*as a spouse, sibling, parent, or child*) or reside with any person so described. Any Board member who, in the Board's discretion, fails at any time to meet the qualifications set forth in this Section 5.3, shall be considered to have voluntarily resigned from the Board pursuant to Section 5.17 of these bylaws, provided however that no notice of said resignation by the Board member is required, and the effective date of said resignation will be determined by the Board.

SECTION 5.4. TERM. The voting members of the Board shall be divided into three (3) classes, each composed of three (3) Board members. The terms of the three (3) Board member classes shall be staggered so that one-third (1/3) of the Board members are elected annually. The voting Board members shall serve a term of three (3) years, except as otherwise provided in these bylaws. A Board member's term shall commence at the annual meeting of the Members and continue until the Board member's resignation, removal, death, or until the Board member's term expires and his/her successor is elected and qualified. Voting Board members may only serve a total of two (2) three (3) year terms.

SECTION 5.5. NOMINATIONS AND ELECTIONS. At the Society's regular annual meeting (defined in Section 5.6 below), the Board shall elect individuals to the director positions whose terms are set to expire. Prior to each director election, the Board shall receive and consider candidates nominated by the Nominations Committee in accordance with Section 9.1.3.2 of these bylaws. Upon considering candidates nominated by the Nominations Committee, the Board in its discretion may: (i) elect the candidates initially nominated by the Nominations Committee; (ii) direct the Nominations Committee to nominate alternative and/or additional candidates for the Board's consideration; or (iii) elect individuals to the Board who were not nominated by the Nominations Committee.

SECTION 5.6. REGULAR MEETINGS. A regular annual meeting of the Board shall be held, without other notice than these bylaws, in conjunction with the annual meeting of the Members. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. It is anticipated, but not required, that the Board will conduct at least two (2) regular meetings annually at which it will, among other things, adopt, monitor, and/or revise the Society's strategic plans and budget.

SECTION 5.6.1. TRANSITIONING BOARD MEMBERS. During the annual meeting of the Members, the Board may in its discretion conduct two (2) separate Board meetings: (i) the first Board meeting with the Board members whose terms are scheduled to end during said annual meeting (“Outgoing Board members”); and (ii) the second Board meeting with the Board members whose terms commence during said annual meeting (“Incoming Board members”). At the Board’s discretion, the Outgoing Board members and Incoming Board members may attend the Board meetings subsequent and prior to their respective terms, but will have no vote at said meetings at which they hold no Board seat.

SECTION 5.7. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Society President, the Executive Committee, any three (3) voting Board members, or the CEO. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. If the person or persons calling the meeting shall fail to fix the place and time of the special meeting, the Secretary shall do so.

SECTION 5.8. NOTICE. Written notice of any special meeting of the Board shall be delivered to each Board member at least two (2) days in advance of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 5.9. WAIVER OF NOTICE. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except when a 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.

SECTION 5.10. QUORUM. A majority of the voting Board members shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a majority of the voting Board members are present at the meeting, a majority of the voting Board members present may adjourn the meeting to another time without further notice.

SECTION 5.11. MANNER OF ACTING. The act of a majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 5.12. PARTICIPATION AT MEETINGS BY CONFERENCE TELEPHONE. Board members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 5.13. NO PROXY VOTING. No Board member may act by proxy on any matter.

SECTION 5.14. PRESUMPTION OF ASSENT. A Board member present at a meeting of the Board at which action on any Society matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the meeting’s adjournment, or shall forward the dissent by registered or certified mail to the Secretary of the Society immediately after the meeting’s adjournment. Such right to dissent shall not apply to a Board member who voted in favor of the action.

SECTION 5.15. MINUTES. Minutes shall be kept of each Board meeting. The Secretary shall ensure that draft minutes of each Board meeting are prepared and distributed to each member of the Board in advance of the subsequent Board meeting. The Board shall review; if necessary, revise; and approve the draft minutes at the subsequent Board meeting. Once approved, a copy of the minutes shall be provided to the Secretary to be filed in the Society's corporate records.

SECTION 5.16. INFORMAL ACTION BY BOARD MEMBERS. Any action that is required or may otherwise be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the voting Board members. The consent shall be evidenced by a written document, or documents if separately signed, setting forth the action taken and providing a written record of the Board members' approvals. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the Society's corporate records. The action taken shall be effective when all the voting Board members have approved the consent, unless the consent specifies a different effective date.

SECTION 5.17. RESIGNATION. A Board member may resign at any time by written notice delivered to the Board, the President, or the Secretary of the Society. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. A Board member who fails to return to the Society a completed Annual Conflict of Interest Disclosure Statement required by the Society's Conflict of Interest Policy by the due date established by the Board, knowingly and voluntarily resigns effective as of the day after said due date. A Board member who fails to participate in two (2) consecutive Board meetings, without the Board's consent, knowingly and voluntarily resigns at the conclusion of the second (2nd) consecutive Board meeting.

SECTION 5.18. REMOVAL. A Board member may be removed with or without cause, as specified by statute.

SECTION 5.19. VACANCIES. Any vacancy occurring in the Board, or any Board member seat to be filled by reason of an increase in the number of Board members, shall be filled by the Board unless otherwise provided by the articles of incorporation, statute, or these bylaws. A Board member elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

SECTION 5.20. COMPENSATION. Board members shall not receive compensation for their services as Board members. However, in accordance with the Society's Expense Reimbursement Policy, Board members may be reimbursed for their reasonable travel and other qualified expenses.

ARTICLE VI *Officers*

SECTION 6.1. OFFICERS. The officers of the Society shall include a President, Vice President, Secretary, Treasurer, and such other officers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Only voting Board members may serve as officers of the Society. An individual may not simultaneously hold more than one (1) office.

SECTION 6.2. TERM. Except for the Treasurer, each officer shall hold office for a term of one (1) year, and until his/her successor's term commences. The Treasurer shall hold office for a term of two (2) years, and until the Treasurer's successor's term commences. No person may serve more than one (1) term as President.

SECTION 6.3. ELECTION. The Society's officers shall be elected by the Board at the meeting of the Board coinciding with the annual meeting of the Members. If the election of officers is not held at such meeting, their election shall be held as soon thereafter as practicable at any adjourned annual meeting or any special meeting of the Board. Each officer shall take office upon election and hold office until his/her successor is duly elected and qualified, or until his/her death, resignation, or removal in accordance with these bylaws. In light of the Treasurer's two (2) year term, no Board member who is serving the final year of his/her current term may be elected as Treasurer at the beginning of said final year of their term. Election or appointment of an officer shall not create any contract rights.

SECTION 6.4. RESIGNATION. Any officer may resign at any time by providing written notice to the President, Secretary, or CEO. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery of the written notice. The acceptance of a resignation is not necessary to make it effective. If an officer resigns as a Board member, he or she shall be deemed to have resigned as an officer as of the date and time the individual resigned as a Board member.

SECTION 6.5. REMOVAL. Any officer may be removed by the Board whenever the Board determines it to be in the best interests of the Society. An officer who is removed as a Board member shall be deemed to be removed as an officer as of the date and time the individual is removed as a Board member.

SECTION 6.6. VACANCIES. A vacancy occurring in any office may be filled for the unexpired portion of the term by the Board.

SECTION 6.7. COMPENSATION. Officers shall not be compensated for their services as officers of the Society. However, in accordance with the Society's Expense Reimbursement Policy, officers may be reimbursed for their reasonable travel and other qualified expenses.

SECTION 6.8. PRESIDENT. The President shall preside at all meetings of the Members and of the Board, shall oversee the implementation of all resolutions and directives of the Board, and shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Society, or a different mode of execution is expressly prescribed by the Board or these bylaws, the President may execute for the Society any contracts, deeds, mortgages, bonds, or other instruments that the Board has authorized to be executed, either individually or with the Secretary or any other representative authorized by the Board, according to the requirements of the form of the instrument.

SECTION 6.9. VICE PRESIDENT. The Vice President shall assist the President in the discharge of the President's duties, as the President may direct, and shall perform such other duties as assigned by the President or the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

SECTION 6.10. TREASURER. The Treasurer shall be the principal financial officer of the Society. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Society, and perform the duties incident to the office of Treasurer and such other duties as assigned by the President or by the Board.

SECTION 6.11. SECRETARY. The Secretary shall: (i) ensure minutes of the meetings of the Members, the Board, and applicable committees are kept and recorded in one (1) or more books provided for that purpose; (ii) ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) ensure the Society's corporate records are securely maintained at the

Society's principal business office; (iv) ensure the Society maintains a complete and current list of the Society's Members and non-voting members including, but not limited to, the name, mailing address, email address, and telephone number provided by the Member or non-voting member; and (v) perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

ARTICLE VII *Chief Executive Officer*

SECTION 7.1. CHIEF EXECUTIVE OFFICER. The Board shall employ a CEO for the Society upon such reasonable terms and conditions as the Board shall determine. The CEO shall be an employee of the Society and shall report directly to the Board. The CEO shall not be a Board member or a member of any committee or advisory committee. The CEO shall be the principal executive, operating, and administrative staff member of the Society, responsible for implementing the budgets, policies, procedures, and directions of the Board and the Society's day-to-day business affairs. The CEO shall be responsible for preparing, assuring the accuracy of, executing, and timely filing all government forms and filings required by law on behalf of the Society. The CEO may negotiate and execute any contract on behalf of the Society provided its terms fall within the parameters of the budget approved by the Board. All Society employees and contractors shall report to the CEO unless otherwise directed by the Board or required by law. The CEO shall have such other responsibilities and perform such other duties as determined by the Board. The specific title given to the CEO position shall be determined by the Board.

ARTICLE VIII *Committees, Advisory Committees, and Regions*

SECTION 8.1. COMMITTEES AND ADVISORY COMMITTEES.

SECTION 8.1.1. COMMITTEES. In addition to the standing committees identified in these bylaws, the Board, by resolution adopted by a majority of the voting Board members, may designate one (1) or more committees. Each committee will consist of two (2) or more voting Board members and such other persons as the Board designates, provided that a majority of each committee's members are voting Board members, and provided a Board member serves as the committee chair. The composition of all committees, whether identified in these bylaws or otherwise adopted by the Board, must be approved by the Board. Each committee shall have and exercise the authority of the Board in the management of the Society provided in these bylaws, the resolution establishing the committee, and any charter, guidelines, or rules adopted by the Board for the committee. However, no committee shall have the power or authority to:

- i. Adopt a plan for the distribution of the assets of the Society, or for dissolution;
- ii. Approve or recommend to Members any act required by the Illinois General Not for Profit Corporation Act to be approved by Members;
- iii. Fill vacancies on the Board or any of its committees;
- iv. Elect, appoint, or remove any officer or Board member or member of any committee, or fix the compensation of any member of a committee;
- v. Adopt, amend, or repeal these bylaws or the articles of incorporation;
- vi. Adopt a plan of merger or adopt a plan of consolidation with another society, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Society; or
- vii. Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

In addition, absent an express statement to the contrary in these bylaws, the resolution establishing the committee, or a committee's charter adopted by the Board, a committee shall not have the authority to enter into any contract on behalf of or otherwise legally bind the Society. The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board member, of any responsibility imposed on them by law.

SECTION 8.1.2. ADVISORY COMMITTEES, TASK FORCES, AND OTHER ADVISORY BODIES. In addition to those identified in these bylaws, the Board, by resolution adopted by a majority of the voting Board members, may designate one or more advisory committees, councils, sections, task forces, and/or other advisory bodies (collectively, "advisory committees"), which shall not have or exercise the authority of the Board. Other than as specified in these bylaws, advisory committees shall consist of such persons as the Board designates, and the Board shall determine whether, if at all, an advisory committee must include Board members. The advisory committee may not act on behalf of the Society or bind it to any actions, but may make recommendations to the Board or to the officers of the Society. The composition of all advisory committees, whether identified in these bylaws or otherwise adopted by the Board, must be approved by the Board.

SECTION 8.1.3. GOVERNANCE PROVISIONS APPLICABLE TO COMMITTEES AND ADVISORY COMMITTEES.

SECTION 8.1.3.1. TERMS. Committee and advisory committee member terms shall commence on the date the committee or advisory committee member is appointed and end at the meeting of the Board held in conjunction with the annual meeting of the Members.

SECTION 8.1.3.2. RESIGNATION OR REMOVAL. A committee or advisory committee member may resign at any time by providing written notice to the Secretary of the Society. A committee or advisory committee member may be removed by the Board for any reason, or no reason, at any time. A committee or advisory committee member who fails to return to the Society a completed Annual Conflict of Interest Disclosure Statement required by the Society's Conflict of Interest Policy by the due date established by the Board, or fails to attend two (2) consecutive committee or advisory committee meetings, without the subject committee's approval, shall be deemed to have resigned from the committee or advisory committee.

SECTION 8.1.3.3. VACANCIES. Vacancies in the membership of any committee shall be filled by the Board. Vacancies in the membership of any advisory committee may be filled by the President or the Board.

SECTION 8.1.3.4. CHAIR. To the extent these bylaws or the resolution establishing a committee or advisory committee does not identify a chair for the committee or advisory committee, the President shall with the approval of the Board designate the chair for the committee or advisory committee. In the absence of a designated chair, the committee or advisory committee members in attendance at a meeting of the committee or advisory committee shall select a chair for that meeting from among those committee or advisory committee members present.

SECTION 8.1.3.5. MEETINGS. Regular meetings of a committee or advisory committee may be established by the Board or the committee or advisory committee. Committee or advisory committee meetings may also be called by the Board, the President, the committee or advisory committee chair, the CEO, or by a majority of the committee or advisory committee members.

SECTION 8.1.3.6. NOTICE. Written notice of any committee or advisory committee meeting shall be delivered at least two (2) days in advance of any committee or advisory committee meeting.

SECTION 8.1.3.7. WAIVER OF NOTICE. Notice of any committee or advisory committee meeting may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8.1.3.8. QUORUM. A majority of a committee or advisory committee shall constitute a quorum, unless otherwise provided in these bylaws or the resolution of the Board establishing a committee or advisory committee.

SECTION 8.1.3.9. MANNER OF ACTING. The act of a majority of the committee or advisory committee members present at a meeting at which there is a quorum shall be the act of the committee or advisory committee, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 8.1.3.10. PARTICIPATION AT MEETINGS BY CONFERENCE TELEPHONE. A committee or advisory committee member may participate in and act at any meeting of a committee or advisory committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 8.1.3.11. NO PROXY VOTING. No committee or advisory committee member may act by proxy on any matter.

SECTION 8.1.3.12. PRESUMPTION OF ASSENT. A committee or advisory committee member present at a meeting at which action is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless they file a written dissent to such action with the person acting as the secretary of the meeting before the meeting's adjournment, or forward the dissent by registered or certified mail to the Secretary of the Society immediately after the meeting. Such right to dissent shall not apply to a committee or advisory committee member who voted in favor of the action.

SECTION 8.1.3.13. MINUTES. Contemporaneous minutes shall be kept of each committee meeting, and of each advisory committee meeting as directed by the Board. The secretary of the meeting shall ensure that draft minutes for each meeting are prepared and distributed to each committee or advisory committee member in advance of the subsequent committee or advisory committee meeting. The committee or advisory

committee shall review, if necessary revise, and approve the minutes at the subsequent meeting of the committee or advisory committee. Once approved, a copy of the minutes shall be provided to the Secretary of the Society to be filed in the Society's corporate records.

SECTION 8.1.3.14. INFORMAL ACTION. Any action that is required or may otherwise be taken at a committee or advisory committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee or advisory committee members. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary of the Society to be filed in the corporate records. The action taken shall be effective when all of the committee or advisory committee members approve the consent unless the consent specifies a different effective date.

SECTION 8.1.3.15. COMPENSATION. Except as otherwise expressly stated in these bylaws, in a resolution establishing a committee or advisory committee, in a committee or advisory committee charter approved by the Board, or by separate Board resolution, committee and advisory committee members shall not receive compensation for their services as a committee or advisory committee member. However, in accordance with the Society's Expense Reimbursement Policy, committee and advisory committee members may be reimbursed for their reasonable travel and other qualified expenses.

SECTION 8.1.3.16. ANNUAL BOARD REPORT. At least annually, and in addition to any other reporting responsibilities of the committee or advisory committee, each committee and advisory committee shall provide a written report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.

SECTION 8.1.3.17. GUIDELINES AND RULES. The Board may adopt additional guidelines or rules for a committee or advisory committee as it deems necessary and appropriate. Each committee or advisory committee may adopt rules for its own governance not inconsistent with the articles of incorporation, these bylaws, the resolution establishing the committee or advisory committee, or any charter, guidelines, or rules adopted by the Board for the committee or advisory committee.

SECTION 8.1.3.18. AUTHORITY OF THE BOARD. The Board may at any time dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a committee or advisory committee, which the Board determines to be in the Society's best interest.

SECTION 8.2. REGIONS. In addition to the committees and advisory committees identified in these bylaws or otherwise created by the Board, the Board may establish regional entities to more efficiently and effectively advance the Society's mission and exempt purpose around the world ("Regions"). Regions shall each have a governing body referred to as a "Council." Regions shall exercise the authority specifically authorized by the Board, as provided in the charter adopted by the Board regarding the Regions' governance ("Charter"), and any other guidelines, rules, policies, and/or procedures adopted by the Board. Regions shall have no authority to act other than as provided by the Board. The Board may at any time dissolve, reconstitute, alter, or take any other action with regard to a Region that the Board, in its sole discretion, determines to be in the best interest of the Society.

ARTICLE IX
Standing Committees and Standing Advisory Committees

SECTION 9.1. STANDING COMMITTEES. Subject to the provisions of Article VIII of these bylaws, the Society shall have the following standing committees:

SECTION 9.1.1. EXECUTIVE COMMITTEE.

SECTION 9.1.1.1. COMPOSITION. The Executive Committee shall be composed of the Society's President, Vice President, Secretary, and Treasurer, all of whom shall serve *ex-officio*. The President shall be the Executive Committee chair.

SECTION 9.1.1.2. RESPONSIBILITIES. Subject only to the limitations set forth in Article VIII, section 8.1 and the applicable law, the Executive Committee shall act on behalf of the Board when a situation demands timely action by the Society and it is not practicable to call a meeting of the Board. The Executive Committee shall determine in its sole discretion whether such a situation exists. The Executive Committee shall notify the Board of the situation and inform the Board of its actions as soon as possible. The Executive Committee shall also: (i) serve as a resource for the CEO; and (ii) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.1.2. FINANCE COMMITTEE.

SECTION 9.1.2.1. COMPOSITION. The Finance Committee shall be composed of five (5) individuals all of whom shall be Members of the Society. The Society's Treasurer shall serve as an *ex-officio* member of the Committee and shall serve as the Finance Committee's chair. The Board shall appoint four (4) Society Members, in addition to the Society Treasurer, to fill the final four (4) seats on the Committee, at least two (2) of whom shall be voting Board members. Individuals appointed to the Finance Committee should have a basic understanding of finance, budgeting, accounting, internal controls, and be able to read and understand financial statements.

SECTION 9.1.2.2. RESPONSIBILITIES. The Finance Committee shall: (i) ensure the Society's financial resources are used to advance the Society's Exempt Purposes; (ii) develop and transmit recommendations for the Society's annual budget to the Board by the date set by the Board; (iii) ensure monthly, quarterly, and annual budget to actual financial reports are provided to the Board and any committee and/or individual as may be directed by the Board; and (iv) perform such other duties and responsibilities as may be assigned by the Board.

SECTION 9.1.3. NOMINATIONS COMMITTEE.

SECTION 9.1.3.1. COMPOSITION. The Nominations Committee shall be composed of no less than seven (7) individuals, all of whom shall be Members of the Society and shall be appointed by the Board. An individual shall not be eligible to serve as a member of the Nominations Committee after serving three (3) consecutive one (1) year terms, until after he/she has been off the Nominations Committee for at least two (2) years.

SECTION 9.1.3.2. RESPONSIBILITIES. The Nominations Committee shall be responsible for soliciting, qualifying, and nominating individuals for election to the Board. In making each nomination, the Nominations Committee shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Society's interest. Prior to making a nomination, the Nominations Committee shall: (i) confirm the qualifications of any potential nominee; (ii) make available to all potential nominees copies of the Society's applicable governing documents, including without limitation the Society's bylaws and Conflict of Interest Policy; (iii) inform potential nominees of the duties and responsibilities of the Board; and (iv) obtain from potential nominees a signed acknowledgement stating: (a) they reviewed and understand the duties and responsibilities of the Board; (b) they are qualified and willing to serve on the Board; (c) they will, if elected, perform to the best of their abilities, the duties and responsibilities of the Board; (d) they have reviewed and understand the Society's governing documents, including without limitation the Society's bylaws and Conflict of Interest Policy and shall abide by the same; (e) they shall complete and return to the Society the Annual Conflict of Interest Disclosure Statement by the due date established by the Board and if they fail to do so they knowingly and voluntarily resign; and (f) if they fail to participate in two (2) consecutive meetings of the body to which they have been nominated, without the body's approval, they knowingly and voluntarily resign their volunteer leadership position. The Nominations Committee shall make nominations within the time period specified by these bylaws, the Board, or, if not specified by these bylaws or the Board, at least thirty (30) days prior to the anticipated election date. In addition to the foregoing duties and responsibilities, the Nominations Committee shall perform such other duties and responsibilities as the Board shall assign from time to time. The specific nomination process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these bylaws or the articles of incorporation.

SECTION 9.2. STANDING ADVISORY COMMITTEE. Subject to the provisions of Article VIII of these bylaws, the Society shall have the following standing advisory committee:

SECTION 9.2.1. SCIENTIFIC PROGRAM ADVISORY COMMITTEE.

SECTION 9.2.1.1. COMPOSITION. The Scientific Program Advisory Committee shall be composed of no less than five (5) individuals, all of whom shall be Members of the Society, and shall be appointed by the Board.

SECTION 9.2.1.2. RESPONSIBILITIES. The Scientific Program Advisory Committee shall: (i) ensure the educational programs for the Society's Annual Conference and Exhibition ("Annual Conference") advances the Society's Exempt Purposes via oversight of Annual Conference educational content committees; (ii) annually develop and transmit to the Board recommendations regarding the educational programs for the Annual Conference by the date(s) set by the Board; (iii) work with the Finance Committee to develop a budget regarding the educational programs for the Annual Conference; (iv) provide periodic reports to the Americas Regional Council and the Board regarding the educational programs for the Annual Conference; and (v) perform such other duties and responsibilities as may be assigned by the Board.

ARTICLE X
Fiscal Matters

SECTION 10.1. CONTRACTS. The Board may authorize any officer or officers or agent or agents of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

SECTION 10.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers or agent or agents of the Society and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the CEO, and countersigned by the Treasurer or President of the Society.

SECTION 10.3. DEPOSITS. All funds of the Society shall be deposited from time to time in such banks, trust companies, or other depositories as the Board may select.

SECTION 10.4. GIFTS. The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

SECTION 10.5. LOANS. Loans from the Society to any person or entity are prohibited.

SECTION 10.6. INDEPENDENT AUDIT. Annually, the Society shall have its financial books and records audited by an independent auditor.

SECTION 10.7. BUDGET. The Board shall adopt a budget in advance of each fiscal year. The affairs of the Society shall be conducted in accordance with the Society's annual budget as approved or amended by the Board.

SECTION 10.8. STRATEGIC PLAN. The Board shall adopt a strategic plan identifying the Society's Exempt Purposes and the goals and activities the Society shall pursue to advance its Exempt Purposes.

SECTION 10.9. FINANCIAL POLICIES AND PROCEDURES. The Board shall adopt financial policies and procedures which shall include: (i) prudent financial controls; and (ii) require the Society's financial books and records be kept in accordance with generally accepted accounting principles.

ARTICLE XI
Miscellaneous Provisions

SECTION 11.1. BOARD MEMBER AND OFFICER ANNUAL ORIENTATION. Annually, the Society shall endeavor to provide an officer, Board member, and committee chair orientation covering: (i) the Society's Exempt Purposes; (ii) the Society's governing documents; (iii) the Society's structure; (iv) the roles, duties, and responsibilities of officers, Board members, committees, advisory committees, chairs, and staff; (v) the Society's Conflict of Interest Policy, and Whistleblower Protection Policy; (vi) the Society's strategic plan and activities; and (vii) the Society's budget, budgeting process, and finances.

SECTION 11.2. CERTAIN STANDING POLICIES. The Society shall maintain, in addition to other policies the Board may adopt from time to time, a: (i) Conflict of Interest Policy; (ii) Record Retention Policy; and (iii) Whistleblower Protection Policy.

SECTION 11.3. BOOKS AND RECORDS. The Society shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Members, Board, and any committees having the authority of the Board, and shall keep at the registered or principal office a record of the names and addresses of the Members and non-voting members.

SECTION 11.4. NOTICE.

SECTION 11.4.1. DELIVERED DEFINED. Any notice required under the provisions of the Illinois General Not For Profit Corporation Act, the Society's articles of incorporation, or these bylaws shall be deemed "delivered" when it is: (i) transferred or presented to someone in person; (ii) deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Society, with sufficient first-class postage prepaid thereon; (iii) posted at such place and in such manner or otherwise transmitted to the person's premises as may be authorized and set forth in the articles of incorporation or these bylaws; or (iv) transmitted by electronic means, including without limitation email and/or facsimile transmission, to the address that appears on the records of the Society.

SECTION 11.4.2. NOTICE AND ACTION BY ELECTRONIC MEANS. A notice or action required to be in writing by these bylaws may be in an electronic form and transmitted or delivered by electronic means including, without limitation, email transmission. A notice or action transmitted by the Society by electronic means shall be deemed delivered as of the date and time it is transmitted by the Society to the email address, facsimile number, or other electronic contact information for an individual appearing on the records of the Society. A notice or action transmitted to the Society by electronic means shall be deemed delivered as of the date and time it is actually received by the Society.

SECTION 11.4.3. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act or under the provisions of the articles of incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII ***Indemnification***

SECTION 12.1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE SOCIETY. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (*other than an action by or in the right of the Society*) by reason of the fact that he/she is or was a Board member, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any

criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

SECTION 12.2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE SOCIETY. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a Board member, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Society, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 12.3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Board member, officer, employee, or agent of the Society has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in sections 12.1 and 12.2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (*including attorney's fees*) actually and reasonably incurred by such person in connection therewith.

SECTION 12.4. DETERMINATION OF CONDUCT. Any indemnification under sections 12.1 and 12.2 of this Article (*unless ordered by a court*) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the Board member, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections 12.1 and 12.2 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Board members who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion; or (c) by the Members.

SECTION 12.5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Society as authorized in this Article.

SECTION 12.6. OTHER RIGHTS. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these bylaws, any agreement, vote of Members or disinterested Board members, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to a person who has ceased to be a Board member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 12.7. INSURANCE. The Society may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this section.

SECTION 12.8. SEVERABILITY. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIII *Parliamentary Procedure*

The conduct of meetings will be governed by Robert's Rules of Order as most recently revised. In case of a conflict between Robert's Rules of Order and these bylaws, these bylaws will govern.

ARTICLE XIV *Amendments*

The power to alter, amend, or repeal these bylaws or adopt new and other bylaws shall be vested in the Society's Board. These bylaws may contain provisions for the regulation and management of the affairs of the Society not inconsistent with the law or the articles of incorporation. Amendments to these bylaws or the articles of incorporation shall be provided to the Internal Revenue Service or any other governmental entity as required by law.

Last Amended on February 7, 2015.