

BYLAWS OF THE ROBERT A. GOOD IMMUNOLOGY SOCIETY

Article 1

Name. The name of the organization is The Robert A. Good Immunology Society.

Article 2

Incorporation. The Society is incorporated as a non profit organization for educational and scientific purposes under the laws of the Commonwealth of Pennsylvania under the name The Robert A. Good Immunology Society.

Article 3

Purposes. To continue the legacy of Robert A. Good by scientists and physicians by:

- a. Promoting and fostering the field of immunology and related areas, including developmental and molecular biology, nutrition and bone marrow transplantation.
- b. Encouraging the generation and interchange of ideas and information between:
(i) immunology and related disciplines; (ii) basic and clinical investigators in immunology, molecular genetics and bone marrow transplantation.
- c. Encouraging the involvement of students, young scientists and physicians in the field of immunology and the above disciplines and fostering their development into accomplished investigators.

Article 4

Membership. 4.1. The Society will have the following classes of membership:

- (a) Active members;
- (b) Associate members;
- (c) Honorary members;
- (d) Emeritus members;
- (e) Sustaining members;
- (f) Corporate members.

The Robert A. Good Immunology Society does not distinguish membership on the basis of race, religion, national origin, sex or disability.

4.2 Active Members. Any person who has manifested a continuous interest in immunology or related areas and who supports the mission of The Robert A. Good Immunology Society, as defined in Article 3, may become an active member upon election by a majority vote of the Executive Committee. The Membership Committee will determine eligibility of the applicants after a written request which must be accompanied by the curriculum vitae of the applicants and a list of their publications. The Membership Committee will recommend qualified applicants to the Executive Committee for membership. The Executive Committee shall approve new members, by a majority vote. There are no residency or citizenship requirements for active membership. In addition, the Executive Committee may elect, in special circumstances, as active members by majority vote individuals who may not meet all the eligibility criteria mentioned above. Active members pay dues and have all privileges of membership in The Robert A. Good Immunology Society, including, but not limited to the right to vote, the right to serve on the Society's Committees and the right to hold office.

4.3. Associate Members. Postdoctoral fellows and other postdoctoral trainees, clinical fellows, graduate students and medical students, as well as other professionals students in related areas, who have manifested a continuous interest in immunology or related areas and who support the mission of The Robert A. Good Immunology Society as defined in Article 3, may become associate members upon election by a majority vote of the Executive Committee. The Membership Committee will determine eligibility of the applicants after a written request which must be accompanied by the curriculum vitae of the applicants, a list of their publications and a letter of their department chairperson, training program director or other appropriate official of their school, attesting for their training/student status. The Membership Committee will recommend qualified applicants to the Executive Committee for membership. The Executive Committee shall approve new members, by a majority vote. There are no residency or citizenship requirements for associate membership. Associate membership concludes after the completion of the training of the associate members and cannot exceed six years. After this period associate membership is automatically converted to active membership. Associate members pay reduced membership dues and have the same privileges of membership as active members, except the right to hold office and to serve on the Society's Committees.

4.4. Honorary Members. The Executive Committee may elect by a majority vote to Honorary Membership any individuals in recognition of their outstanding contributions to immunology or related areas and/or the purposes of the Society. Honorary members have all the privileges of active members, without payments of membership dues, and the privilege of attending the annual meeting of The Robert A. Good Immunology Society without payment of registration fees.

4.5. Emeritus Members. Active members of The Robert A. Good Immunology Society, upon professional retirement because of age or disability or because undue hardship has made them unable to continue as active members, may request by writing to the Executive Secretary the transfer of their membership status to that of Emeritus member. Emeritus membership will be

awarded by a majority vote of the Executive Committee. Emeritus members retain all the privileges of active members without having to pay annual membership dues.

4.6. Sustaining Members. Persons who are interested in promoting the objectives of The Robert A. Good Immunology Society may be invited by the President with the approval of the Executive Committee by a majority vote, to become Sustaining Members. Sustaining members do not pay annual dues but have all the privileges of active members with the exception of the right to vote and the right to hold office.

4.7. Corporate Members. Corporate entities or other entities that are interested in promoting the purposes of The Robert A. Good Immunology Society may be invited by the President, with the approval of the Executive Committee by a majority vote, to join the Society as a Corporate member.

4.8. Dues. Dues for all categories of membership to the Society will be established by a majority vote by the Executive Committee and will be reviewed and adjusted periodically at the discretion of the Executive Committee. Increases in the dues will be determined at the annual business meeting by a majority vote, following recommendation of the Executive Committee. Dues are payable by July 1 of each year.

4.9. Forfeiture and reinstatement of membership. The privileges of Membership in the Society will be forfeited automatically upon failure to pay annual dues of the Society for a period of three years. The Executive Committee may reinstate membership by a majority vote in the event that an acceptable justification is provided and all dues to the Society are paid.

4.10. Resignation. Resignation from membership will be submitted in writing to the Secretary who will present the resignation to the Executive Committee at its next meeting. The resignation becomes effective at the time it is reported to the Executive Committee.

4.11. Suspension of Membership. Membership in The Robert A. Good Immunology Society may be suspended and members may be expelled from the Society for actions deleterious to the purpose of the Society. A motion to remove a member must be presented in writing to the Secretary of the Society by at least two members of the Society. The Secretary will forward the letter to the Executive Committee which will decide by a majority vote whether to study the complaint. In the event that the Executive Committee decides to study the complaint, the Secretary will notify the member in question, in writing, of the charges. The member must be given a reasonable time for the preparation of a defense, to be presented to the Executive Committee, either in person or in writing. The Executive Committee may elect to recommend to the next annual business meeting of The Society the removal of the member by a vote of three-fourths of the Executive Committee. The recommendation will be presented to the next annual business meeting by the Secretary or other representative of the Executive Committee. The member will be expelled by a vote of two-thirds majority of those members present at the annual business meeting.

4.12. Fiscal Year. The fiscal year of the Society will be from July 1 to June 30.

Article V

Officers. The officers of The Robert A. Good Immunology Society shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, the Immediate Past President and four (4) Councilors.

5.1.Duties of the Officers. The officers of the Society will promote the objectives of The Robert A. Good Immunology Society, and perform their duties as specified by the laws of the Commonwealth of Pennsylvania, the articles of organization, these Bylaws, actions of the Executive Committee including standing orders, and “Robert’s Rules of Order Newly Revised”. In the event of inconsistency, the order listed above determines the precedent.

5.2.Term of Officers. The President, President-Elect, Vice-President and Immediate Past President may serve only one one-year term in each office, with the exception of those appointed (article 5.5) to fill the unexpired term (less than a year) of an officer. In that event they will serve for the remaining time of the unexpired term plus his/her own term. The President-Elect cannot be reelected in the same office before three years from the first election. The Vice President cannot be reelected in the same office before the expiration of three years from the first election. The Secretary and Treasurer may serve only one three year term in each office. The Secretary and Treasurer cannot be reelected in the same office before three years have expired after completion of their terms. The terms of the Secretary and the Treasurer should be arranged in such a manner so that they do not expire at the same year. Councilors may serve only one three year term as Councilors. Councilors cannot be reelected in the same office before three years have expired after completion of their term. Elections are to be completed at least one month before the Annual Scientific Meeting of the Society. All elected officers and committee members assume their respective positions at the Annual Scientific Meeting of the Society. All appointed committee chairs and committee members should be appointed within one week of the Annual Scientific Meeting of the Society.

5.3.Voluntary Service of Officers. All officers of the Robert A. Good Immunology Society will serve on a voluntary basis, without any salary or compensation. However, they may be reimbursed for out of pocket expenses.

5.4.Duties of the President. The President shall preside at all meetings of The Robert A. Good Immunology Society, and will be the Chair of the Executive Committee. The President shall be an ex-official member of all committees. He/she will organize, plan, decide about the location and format of the Annual Scientific Meeting of the Society (article XI) with the approval of the Executive Committee by a majority vote, within the stipulations of these Bylaws. The President shall preside over the Annual Scientific Meeting in the year of his/her presidency and deliver the Presidential Address during this meeting. Also, the President will present The Robert A. Good Immunology Society Awards to the recipients chosen by the Society.

The President with the approval of the Executive Committee by a majority vote will appoint members of the Society to: (a) all committees that are not otherwise provided by these Bylaws; (b) fill interim vacancies of any officers of the Society and of members of any standing or special committees. Officers appointed to fill such vacancies will serve for a period of less than a year,

until their successors are elected. The President will perform all other duties required by parliamentary usage. The President will cast the decisive ballot in the event of a tie vote at the Executive Committee or the Annual Meeting. In the event of the death of the President, or if the President resigns or is incapacitated and cannot perform any longer his/her duties or is removed from office (article 6.4) the order of succession to the Presidency is as follows: President-Elect, Vice-President, Secretary, Treasurer. At the expiration of his/her term the President shall automatically become the Immediate Past President and will serve in this capacity as a member of the Executive Committee for one more year.

The President or his/her designated member of the Executive Committee may act in place and stead of the Executive Committee between meetings of the Executive Committee on all issues, except those requiring prior approval by the Executive Committee as stipulated in these Bylaws. All such actions by the President or the authorized officer will be reported to the Executive Committee at the next meeting or by mail or e-mail.

5.5.The Duties of the President-Elect. The President-Elect is a member of the Executive Committee and ex-office non-voting member of all other committees except of the Nominating Committee and the Award Committee. The President-Elect will perform the duties of the President in the event that the Office of the President becomes vacant, or in the absence of the President (Article 5.5). At the expiration of his/her term the President-Elect shall automatically become the President of the Society, and will serve in this capacity as a member of the Executive Committee for one more year. In the event that the President-Elect assumes the office of the President because of a vacancy in the office, he/she will serve as President for the remainder of the unexpired term plus his/her own term. The President-Elect will perform duties assigned by the President and the Executive Committee. In the event of a vacancy in the office of the President-Elect, the Vice President will carry out the duties of the President-Elect, until the next election period. A President-Elect will be elected at the next election period.

5.6.The Duties of the Vice President. The Vice-President is a member of the Executive Committee and ex-officio non-voting member of all committees of the Society with the exception of the Nominating Committee and of the Awards Committee. The Vice President shall serve as President of the Society in the event that the office of the President and the office of the President-Elect become vacant, or in the absence of the President and President-Elect (articles 5.6 and 5.7). The Vice President will carry out duties assigned to him/her by the President and the Executive Committee. The Vice President may be nominated in the next election for the position of the President-Elect. In the event of a vacancy in the Office of the Vice President, then a member of the Society will be appointed to fill such an interim vacancy, according to Article 5.5, until a Vice-President will be elected in the next election. The Vice President serving to fill such an interim vacancy may be nominated for a full term in the next election.

5.7.The Duties of the Immediate Past President. Upon expiration of his/her term at the Annual Scientific Meeting the President will automatically become Past President. The Past President will be a member of the Executive Committee and will carry out duties as assigned by the President and the Executive Committee.

5.8.Duties of the Secretary. The Secretary of the Society shall oversee, review and sign the minutes of all meetings of the Executive Committee and of the Society, including the Annual Business Meeting at the Annual Scientific Meeting. The Secretary will also prepare all reports of the Society that may be required by federal, state and local law. In the event that the Office of the Secretary becomes vacant, then a member of the Society will be appointed, according to Article 5.5, until a Secretary is elected in the next election period. A Secretary serving to fill a vacancy may be nominated for a full term in the next election.

5.9.Duties of the Treasurer. The Treasurer will have oversight of the budget and of the expenditures of the Society, under the direction of the Executive Committee and the President. He/she is a member of the Executive Committee. The Treasurer is the Chairperson of the Finance Committee. The Treasurer shall oversee the development and preparation of the annual budgets of the Society and their review by the Finance Committee at least three weeks before the beginning of the fiscal year (July 1), which then are to be submitted for approval to the Executive Committee and the President. The Treasurer will submit an annual report to the President, Executive Committee and the membership of the Society on the financial status of the Society and the funds received versus the expenditures. This report (the Treasurer's Report) will be released at the Annual Business Meeting of the Society, which will take place during the Annual Scientific Meeting of the Society.

The finances of the Society will be audited annually and a summary of the audit report will be prepared by the Treasurer. Both the summary of the audit report and the audit report itself will be released to the members of the Society at the Annual Business Meeting and will be posted in a special server, for members only, of the Society. The Treasurer will also perform other duties as assigned by the President and the Executive Committee. In the event that the office of the Treasurer becomes vacant, then a member of the Society will be appointed according to Article 5.5, until a Treasurer is elected in the next election period. The Treasurer serving to fill such a vacancy may be nominated for a full term in the next election.

5.10.Duties of Councillors. The four Councillors will be voting members of the Executive Committee. In the event that a position of a Councillor becomes vacant, then a member of the Society will be appointed, according to Article 5.5, until elected in the next election period. A Councillors serving to fill a vacancy may be nominated for a full term in the next election.

5.11. Indemnification. The Robert A. Good Immunology Society shall indemnify to the extent legally permissible each one of its officers and/or committee members against all costs, liabilities and expenses, including legal counsel fees, reasonably incurred in connection with defense or disposition of any claim, suit, action or proceedings asserted or threatened to be asserted by reason of being an officer and/or a committee member, in respect to any matters as to which such officer or committee member acted in good faith in the reasonable belief that his/her action was in the best interests of the Society. This indemnification applies to officers and committee members currently in office or thereafter, and shall not affect any other right to which the officer or committee member is entitled. For the purposes of this Article 5.12, the terms "officer" and "committee member" includes their respective heirs, executors, administrators and legal representatives.

In the event that this Article or any part of this Article is found, in any claim, suit, action or proceedings, to be invalid or ineffective, this will not affect the validity and the effectiveness of the remaining parts of these Bylaws.

Article VI

Executive Committee

6.1.Membership of the Executive Committee. The membership of the Executive Committee shall consist of the President, the President-Elect, the Vice-President, the Immediate Past President, the Secretary, the Treasurer and four Councillors. The President will serve as the chair of the Executive Committee and will cast the decisive ballot in the case of a tie vote. The chairs of the Standing Committees of the Society (Article 7.2) will serve as non-voting members of the Executive Committee. Non-voting members may make and second motions and participate in debate but may not vote. In the event that a quorum of voting members is not present (half of the voting members plus one) then the President may appoint a non-voting member or members of the Executive Committee to be a voting member(s) at this particular meeting of the Executive Committee in order to achieve quorum. Chairs of special committees may be invited by the President to serve as non-voting members of meetings of the Executive Committee. Such invitation should be announced by the President at the beginning of the meeting and should be recorded in the minutes.

6.2.Duties and Functions of the Executive Committee. The Executive Committee is the governing body of the Society and shall attend to the affairs of the Society between annual business meetings as necessary or as listed in these Bylaws. The Executive Committee decides on policy questions, receives and reviews reports from the Standing and the Special Committees of the Society, and approves or disapproves their recommendations. The Executive Committee receives and reviews the budget recommendations by the Finance Committee and approves or disapproves or modifies the budget before its submission to the Annual Business Meeting. The Executive Committee reviews and adopts, or returns for additional information, the reports of the external financial auditors. The Executive Committee or its designees is empowered to enter into contracts and authorize expenditures needed for the Society. The Treasurer of the Society is authorized to draw on The Society's fund. The Executive Committee may also authorize a second officer of the Society to draw on the Society's funds. Both the Treasurer and this second officer will be bonded. Prior approval of the Executive Committee is required: (i) for redistribution of expenditures within the already approved budget of the Society, in the event that this redistribution involves more than 10% of the budget; (ii) for expenditures in excess of 10% or more of the total budget of the Society.

6.3. Meetings of the Executive Committee. The Executive Committee will hold at least one regular meetings per year. The time and place of the meetings will be determined by the President. All members will be notified at least six days in advance, of the date, place and time of the meeting. Additional meetings may be called for any reason, at any time by the President or any five voting members of the Executive Committee. The President may call meetings of the Executive Committee by teleconference or e-mail (Article IX). The President may call meetings in executive session only; in that event only the voting members of the Executive Committee

will attend. Six voting members of the Executive Committee constitute a quorum (Article 6.1). The act of the Executive Committee will be the decision of the voting members of the Executive Committee by a majority vote, at a meeting where there is a quorum.

6.4. Removal of Officers and Committee Members. Officers of the Society, Chairs of Committees and Committee Members may be removed from office for reasons that the Executive Committee and the Membership find appropriate, including but not limited to consistent failure to attend meetings, failure to participate in the work of the Executive Committee and conduct reflecting poorly on the Society and its objectives. The procedure described in Article 4.11 for suspension of membership will also be followed for removal of Officers and Committee members.

Article VII

Committees

7.1.The Society will have Standing Committees and Special Committees.

7.2.Standing Committees. The Standing Committees of the Society will be: Awards Committee, Educational Affairs Committee, Finance Committee, Membership Committee, Nominating Committee, Career Development, Women and Minorities Committee.

The Standing Committees of the Society serve on a permanent and continuous basis from year to year. The Committees will have the power to carry out the functions and duties specified by the President and the Executive Committee in accordance to these Bylaws and they will be outlined in a document prepared by the President and the Executive Committee. The contents of this document must be approved by the Executive Committee by a majority vote. This document will be presented for approval to the membership of the Society of the Annual Business Meeting, or by mail or e-mail vote. Standing Committees will make recommendations to the President and the Executive Committee on policies, programs and actions in their respective areas. The President and the Executive Committee may approve or disapprove these recommendations. The Standing Committees will implement the policies, programs and actions approved by the Executive Committee.

7.3. Additional Standing Committees. The President and the Executive Committee may appoint additional standing committees at their discretion.

7.4. Special Committees. Special Committees may be appointed and dissolved by the President and the Executive Committee as necessary for a term or terms. Special Committees, in general, are formed to address specific issues. The function and duties of Special Committees are to make recommendations to the President and the Executive Committee regarding policies, programs and actions. These recommendations may be approved or disapproved by the President and the Executive Committee by a majority vote, as specified in Article 7.2 for Standing Committees.

7.5 Composition of the Committees.

7.5.1. Awards Committee and Nominating Committee. The Award Committee, Nominating Committee, Educational Affairs Committee, Finance Committee and Career Development, Women and Minorities Committee shall consist of four members elected by the membership of the Society and three members appointed by the President with the approval by a majority vote of the Executive Committee. To assure continuity members shall serve staggered three-year terms, so that one member will be appointed and one member will be elected each year. Appointments of Committee members will take place in a Meeting of the Executive Committee within one week after the Annual Scientific Meeting and will be announced to the membership by mail or electronic mail. Only Society members in good standing may be appointed to Committees.

7.5.2. Membership Committee. The shall consist of four members elected by the membership of the Society and three members appointed by the President with the approval by a majority vote of the Executive Committee. In addition to the Chair (Article 7.7) the Membership Committee will have two Vice Chairs for the Americas and Africa, two Vice Chairs for Asia and Australia and two Vice Chairs for Europe. Appointments of committee members will take place in a meeting of the Executive Committee within one week after the Annual Scientific Meeting and will be announced to the membership by mail or electronic mail. To assure continuity, members shall serve staggered three-year terms, so that two members will be appointed each year. Only Society members in good standing may be appointed to Committees.

7.6. The number of the members of the Standing or Special Committees, with the exception of the Awards Committee and of the Nominating Committee, shall be determined by the President with the approval of the Executive Committee by a majority vote. Members of all Committees may have terms of up to three years and may serve consecutive terms.

7.7. Committee Chairs. Committee chairs for all committees, except the Awards Committee and the Nominating Committee, will be appointed on an annual basis by the President with the approval of the Executive Committee by a majority vote. Only Committee members who have already served for one year will be eligible for the position of Committee Chair, with the exception of the first year of establishment of each committee. Each Committee chair will submit to the President twice a year, at times to be determined by the President and communicated to the committee chair thirty days in advance, a brief report on the activities of their Committee.

7.8. Duties of the Committees.

7.8.1 Award Committee. The Committee will nominate for consideration by the President and the Executive Committee by a majority vote, members of the Society or others for the Awards and Honors offered by the Society. These Awards and Honors will be determined by the President and the Executive Committee by a majority vote and will be described in a document entitled Awards and Honors of The Robert A. Good Immunology Society. The Awards Committee will explore and recommend to the President and the Executive Committee additional Awards to be offered by the Society.

7.8.2 The Educational Affairs Committee. The Educational Affairs Committee will make recommendations to the President and the Executive Committee regarding the educational activities of the Society. At the request of the President and the Executive Committee they will: (i) Plan and develop educational activities; (ii) develop educational materials in immunology; (iii) participate with other organizations in education activities in biomedical sciences that foster the purposes of the Society.

7.8.3. The Finance Committee. The Finance Committee will review and recommend to the President and the Executive Committee the annual budget of the Society, as well as the budgets of the Annual Scientific Meeting and the other events of the Society. The Finance Committee will develop plans to generate revenues for the awards and the other activities of the Society. The Finance Committee will be chaired by the Treasurer of the Society.

7.8.4. The Membership Committee. The Membership Committee will review and recommend the qualifications of the applicants for active membership and associate membership and will report accordingly to the President and the Executive Committee who will make a final determination. The Membership Committee will also evaluate application for awarding Emeritus membership status and will recommend on these applications to the President and the Executive Committee. The Membership Committee will also identify and recommend candidates for Sustaining and Honorary Membership, analyze current membership composition and distribution, and submit to the President and the Executive Committee any recommendations related to membership issues, including changes in the criteria for membership.

7.8.5. Nominating Committee. The Nominating Committee will actively seek qualified candidates to be nominated for elected office of The Robert A. Good Immunology Society. Four months before the time of elections the President will forward to the Nominating Committee a list of the positions of the officers and committee members of the Society to be filled by elections. The Nomination Committee will submit to the President and the Executive Committee by February 1 every year two nominations for every position to be filled by election, approved by a majority vote of the Committee. The President and the Executive Committee will review and approve or disapprove the candidates by a majority vote. In the event of disapproval by the Executive Committee then replacement candidates will be sought by the Executive Committee in consultation with the Nominating Committee. The Nominating Committee will, upon the request of the President, submit the names of two nominees for each elected position of an officer or committee member with a vacant unexpired term.

For the first election of the Society the recommendations of the Nominating Committee will be sent directly to the membership for election.

7.8.6. Career Development, Women and Minorities Committee. The Career Development, Women and Minorities Committee will develop and implement programs to promote the career development of all members of the Society, especially those of under-represented populations.

Article VIII

Nominations by Petition. Officers and elected committee members of The Robert A. Good Immunology Society may be nominated for election by a petition signed by at least ten active or honorary members of the Society. The petition should include a copy of the C.V. and bibliography of the nominee as well as an analysis of his/her contributions to the field and his/her support of the objectives of The Robert A. Good Immunology Society. This petition must be received by the Secretary of the Executive Committee by February 1. In addition, the nominee must complete and sign the Society's agreement to serve if elected.

Article IX

Procedures for Conducting Meetings. At the recommendation of the President, all business of the Executive Committee, the Standing Committees and the Special Committees of the Society may be carried out in addition to meetings in person and by teleconference or televideo or by e-mail. In that event, the minutes of the meeting will be forward for approval to the members of the Executive Committee within five business days after the teleconference or e-mail meeting.

Article X

Elections. Election for the officers and the members of the permanent committees of the Society shall be carried out either by mail ballot or by electronic ballot and should be completed thirty (30) days prior to the Annual Scientific Meetings of the Society. The slate of candidates will be forwarded to the voting members no later than six weeks before the election date. All ballots must be returned by the election date; the outcome of the elections will be decided by the majority of the votes cast by mail ballot or electronic ballot. One individual will be elected to each office or committee membership position by vote of the plurality of those voting.

Article XI

Meetings. The Robert A. Good Immunology Society will have a regular Annual Scientific Meeting, which will include an Annual Business Meeting in May or June, at a location to be determined by the President with the approval of the Executive Committee by a majority vote. Under exceptional circumstances, the President and the Executive Committee may suspend the Annual Scientific Meeting, but not for more than one year in succession. The Scientific Program of the Annual Scientific Meeting will be decided by the President and the Executive Committee. The Society may also organize Special Scientific Meetings or hold Special Business Meetings at the recommendation of the President and with the approval of the Executive Committee by a majority vote. The Society may also endorse Scientific Meetings organized by other Societies, Institutions or non-commercial entities with the approval of the President and the Executive Committee by a majority vote.

The members of the Society will be informed of the Annual Scientific Meeting and the Annual Business Meeting by mail or e-mail six months in advance. Notices for a Special Scientific Meeting shall be forwarded at least four months in advance. Notices for a Special Business Meeting shall be forwarded to the members by mail or e-mail at least thirty days in advance. All

members of the Society in good standing, attending any Business Meeting of the Society, are entitled to one vote each on each issue submitted to vote to the members. Members in good standing are those who have not been suspended and have paid their annual dues. At the request of five members of the Society, voting may take place by mail ballot.

The agenda of a business meeting of the Society shall be prepared and announced to the membership four days in advance of a business meeting. The Business Meetings of the Society shall be conducted according to these Bylaws, actions of the Executive Committee including standing orders and articles of organization, and the “Robert’s Rules of Order Newly Revised”. In the event of inconsistency, the order listed above determines the precedent.

New or old business issues of the Society may be brought before the Business Meeting by any member of the Society by submitting the business issues in writing to the Secretary of the Society at least two weeks prior to the Business Meeting. The business issue will be reviewed by the President and the Executive Committee who will decide by a majority vote whether this business issue will be placed on the agenda for consideration by the membership of the Society. Business items that have not been included in the agenda of the Business Meeting of the Society for any reason, may be placed on the agenda under suspension of the rules of procedure by a vote of the two-thirds of the members in good standing present. Suspension of the rules of procedure for consideration of a new or old business item can take place only when the President of the Society has been notified 48 hours in advance of the Business Meeting that such a request will be made and the membership is notified before the consideration of the request to suspend the rules, about the nature of the business issue to be discussed under suspension of the rules, if such a request is favorably voted.

In the event that the Business Meeting is part of the Annual Scientific Meeting the President must be notified 48 hours before the beginning of the Annual Scientific Meeting, that a request for suspension of the rules will be made and of the nature of the Business to be considered.

Article XII

Affiliations. The Robert A. Good Immunology Society may affiliate itself with other societies or organizations which have objectives consistent with its objectives. Such affiliations must be approved by the Executive Committee by a majority vote and by the majority of membership at next Annual Business Meeting or by mail ballot, as determined by the President with the approval of the Executive Committee by a majority vote.

Article XIII

Conflict of interest. All Officers, members of the Executive Committee, committee chairs and members of the Society:

- (a) will serve the Society with the highest degree of integrity and loyalty and will not gain any financial or other profit from their position in the Society;
- (b) will disclose to the President and the Executive Committee of the Society all actual or apparent conflicts of interest;

- (c) will abstain from the decision making process and from all votes on issues that may involve apparent or actual conflict of interest.

The Society will not enter into a business relation or contract with any entity with which an officer or a member of the executive committee has a financial interest.

Article XIV

Amendments. Amendments of these bylaws may be proposed in writing to the Executive Committee by five active members. In addition, amendments of these bylaws may be proposed in writing to the Executive Committee by a Standing Committee by a majority vote and must be signed by the concurring members before they are forwarded to the Executive Committee. The President and the Executive Committee by a majority vote may propose amendments to these bylaws.

All proposed amendments are to be reviewed by the President and the Executive Committee and will be reported in writing to the membership with a recommendation to adopt, not to adopt or without a recommendation, within eight week from submission to the Executive Committee.

All proposed amendments with the recommendation of the Executive Committee will be forward to the membership at least six weeks before a vote an the proposed amendments may be taken.

The Executive Committee will decide by a majority vote whether the proposed amendment(s) will be considered by the membership either at the Annual Business Meeting or by mail ballot.

To be adopted the proposed amendment(s) must be approved by at least two thirds majority of the members voting either at the Annual Business Meeting or by mail ballot.

Article XV

Parliamentary Authority. The Robert A. Good Immunology Society will be governed by the rules of the current edition of Robert's Rules of Order Newly Revised, in all cases where the rules are appropriate and in the event that are not in conflict with the bylaws of The Robert A. Good Immunology Society and all and any special rules of order that The Society may adopt. In all instances the bylaws and any special rules of order of The Robert A. Good Immunology Society shall prevail.

Article XVI

Dissolution. In the event of lawful dissolution or liquidation of The Robert A. Good Immunology Society and after payment of all just debts and obligations of the Society, all remaining assets will be transferred by the decision of the Executive Committee by a majority vote to charitable scientific or educational organizations exempt under Section 501(c)(3) of the Internal Revenue Service Code of the United States Internal Revenue Service or the corresponding section of any future federal tax code of the United States. In the event of dissolution or liquidation of The Robert A. Good Immunology Society no dividends of any kind of the property owned by the Society shall be declared or paid to officers or members of The Robert A. Good Immunology Society or any private individual.