

**BYLAWS OF
INTERNATIONAL SOCIETY OF AMYLOIDOSIS (ISA)**

Section 1 – PURPOSE

The aims and purposes of this corporation are to promote research, education, clinical studies (including diagnosis and treatment), conferences and symposia on all aspects of amyloidosis worldwide.

Section 2 – MEMBERSHIP

(A) Active Membership

Any person who is, or has been, engaged in research, teaching or practice in connection with amyloidosis or with sciences allied therewith is eligible for election as an active member. Active membership may be granted to an individual on application to the Membership Committee, with sponsorship by an active member, and payment of dues. Any member may submit to the Membership Committee or the Board of Directors (hereinafter "Board") the name and address of any qualified person who wishes to become a member. Membership is contingent on payment of the initiation fee (if any), and the current dues and assessments (if any) established by the Board. Active members have the right to attend meetings, to hold office, to sponsor candidates for office and to serve on committees.

Any person denied membership may appeal to the Board in writing but only if given permission by the Board may such person appear before the Board in person to appeal such denial. The Board's decision shall be final.

(B) Limited Membership

Any person who is under training (Ph.D. students, M.D. clinical or research) may apply for limited membership for up to four (4) years. Limited members shall pay reduced membership and meeting registration fees. Training status shall be confirmed by the supervisor or mentor in the academic or hospital setting.

(C) Emeritus Membership

After retirement, an active member, on application to the Membership Committee, may be granted emeritus status. Emeritus members shall not be required to pay dues or assessments. They may attend Society functions, but must pay registration fees therefore. Emeritus members who wish to receive the Society journal or other Society publications must pay subscription fee(s) therefore. Emeritus members may not vote or hold office, but may speak at meetings and serve on committees.

(D) Termination of Membership

(1) Expiration

Membership expires

- (a) Upon death of the member.
- (b) After resignation via a written request to the Board, which will take effect at the beginning of the following calendar year.
- (c) After nonpayment of dues for two consecutive years. The member may be reinstated after payment of all dues which are in arrears.
- (d) After expulsion.

(2) Expulsion

Membership in this Society shall be deemed a privilege. If at any time a member of the Board is of the opinion that the interests of the Society require the expulsion of a Society member, he/she may submit the issue to the Board. Voting on such an issue shall be by secret ballot. If two-thirds of the Board members present and voting vote for expulsion of the member, he/she thereupon shall cease to be a member. Prior to the consideration of such an issue the member shall be entitled to attend the portion of the meeting at which this issue is to be considered and shall be allowed to speak on said issue for a reasonable amount of time as determined at the discretion of the person chairing the meeting. The Board's action shall be final.

Section 3 – DUES AND ASSESSMENTS

Active members must pay dues and assessments, if any, as set by the Board.

Section 4 – FEES

Both active and emeritus members shall be required to pay registration fees for attendance at Society functions. Reduced membership and registration fees are available for limited members.

Section 5 – MEETINGS OF MEMBERS

(A) The Society shall hold a scientific meeting periodically (periodic meeting) in different locations in the world.

(B) Such periodic meetings are to be planned and carried out by a symposium organizer appointed by the Board or the Executive Committee. Said organizer shall be from the country selected by the Executive Committee in which the meeting is to be held. The organizer shall be responsible for the scientific program and he/she shall appoint a local host committee which shall be in charge of, and responsible for, all physical and financial arrangements for said meeting. A register of the members and non-members present at each meeting of the Society shall be provided to the Board through the Secretary, by the organizing Committee and shall be provided by the Secretary to subsequent Symposium Organizers. After the Periodic Meeting the Symposium Organizer shall prepare a statement of income and expenditure to be presented to the Board through the Treasurer.

(C) The Board is authorized to provide financial support and/or agree to provide such support for said meetings and to do so a reasonable period in advance of said meetings. The organizer shall provide detailed information concerning said meetings, estimates of anticipated costs therefore, and proposed fees to be charged to members and others for attendance. The Board shall review all of said data, indicate its approval and/or recommendations for changes, and indicate the financial support it offers.

(D) The members shall be notified of periodic meetings no later than two months prior to said meetings. Said notice shall include the names of Board members and any office subject to election by electronic ballot two months prior to the periodic meeting.

Section 6 – BOARD OF DIRECTORS

(A) Membership

The Board of Directors shall consist of the following individuals:

The President

The Vice President

The Secretary

The Treasurer

The Chairperson of the Society's Nomenclature Committee

The Editor-in-Chief of the Society's journal Amyloid — The Journal of Protein Folding Disorders (hereinafter "The Journal").

A representative of each affiliated Amyloid(osis) Society

The immediate past president of the Society

Three other active members.

(B) Affiliated Societies

National organizations of amyloidosis may, on approval of the Board, be considered to be affiliates of the Society. Such organizations may have their own organizational structure and governing rules not inconsistent with these bylaws or governing matters adopted by the Board, and they must subscribe to these bylaws. Individual members of affiliated organizations may apply for membership in this Society. Such members shall have all the benefits, privileges and obligations of membership in this Society.

(C) Duties and responsibilities of the Board.

Except as otherwise set forth in these bylaws, all business of the Society, and responsibility therefore, shall be conducted by the Board. Such activities of the Board shall include, but not be limited to, the discussion of accounts, policies, and general directives of the Society, nominations for Board and officer positions, proposed changes to the Society's Articles of Incorporation and Bylaws and other matters affecting the Society.

**Section 7 – ELECTIONS AND TERMS OF OFFICERS
AND OTHER MEMBERS OF THE BOARD**

(A) Nominations

Unless it selects another committee to do so, the Board shall serve as a nominating committee. The Nominating Committee shall recommend candidates for all positions to be filled with in three months of the periodic meeting. The Nominating Committee's report (ballot) shall be sent to the members at least two months before the periodic meeting.

All members of the Board, except the immediate past president, who are subject to election, are eligible for reelection for a maximum of two consecutive full terms. In addition to those individuals nominated by the Nominating Committee, any member of the Society, who has obtained the written consent of the nominee, may nominate any member to an appropriate category of Board membership. Any such nominations must be sent to the secretary at least three months prior to the business meeting at the next periodic meeting.

(B) Elections

During the course of the periodic meeting of members at least one business meeting shall be held during which results of the ISA election shall be reported. Election shall be by electronic ballot distributed by the Secretary to all members two months prior to the periodic meeting. The electronic ballots may be submitted to the Secretary up until one week prior to the business meeting. The Board may advise the Secretary prior to distribution of the electronic ballot that paper ballots will be available at the meeting for those who do not vote electronically. Paper ballots may be submitted up until one hour prior to the business meeting.

Elections shall be by majority vote of those voting unless more than two candidates are nominated, in which case election shall be by a plurality of those voting.

Section 8 – TERMS OF OFFICE

Except as otherwise provided in these Bylaws, all members of the Board shall be elected to terms commencing at the conclusion of the periodic meeting of members at which they are elected and expiring at the conclusion of the next such periodic meeting.

Section 9 – MEETINGS OF THE BOARD, NOTICE AND QUORUM

(A) Meetings of the Board shall be called by the president with the approval of the Executive Committee or at the request of at least five (5) Board members. Notice of any such special meeting shall be given at least fourteen (14) days prior thereto by sending written notice by mail, telegraphic, or electronic means, or delivered personally to each director at the address shown on the records of the Society.

(B) Quorum

A majority of the Board or Executive Committee is necessary to constitute a quorum for opening a meeting and for the transaction of business.

Any Board member or member of the Executive Committee may participate in a meeting by telephonic means where all participants can be heard by all other participants. Any person so participating in the meeting shall be counted towards a quorum.

(C) Board or Executive Committee action without a meeting

Any action that could be taken at a meeting of the Board or the Executive Committee may be taken without a meeting when authorized in writing signed by all of the members.

(D) Voting

Except as otherwise provided herein, motions shall be passed by a simple majority of those present or otherwise participating in the meeting. The President shall have the deciding vote in the event of a tie.

(E) Indemnification

The Board of Directors may exercise to the full extent of the powers which the Corporation has under Minnesota law, as such law exists from time to time, to indemnify any director, member, committee member, officer, employee, or agent for expenses incurred by reason of the fact that he/she is or was a director, member, officer, employee, or agent of this Corporation or of another corporation which he/she may have served in such capacity at the request of this Corporation. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against such expenses upon terms decided by it. The Board of Directors may exercise to the full extent of the power which the Corporation has under Minnesota law, as such law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any director, member, officer, employee, or agent.

(F) Compensation and Reimbursement

Officers and directors shall not receive compensation for their services as officers and Directors, but by action of the Board of Directors, expenses of attendance at meetings or for conducting other business of the Corporation may be reimbursed.

Section 10 – DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

(A) President

The president shall be the principal officer of the Society. S/he shall preside over all of the meetings of the Board and meetings of the members. With the permission of the Board or the Executive Committee, the president may sign contracts or enter into business matters on behalf of the Society. Where such contracts or business matters involve a financial obligation of the Society, the treasurer also shall sign such documents. The president may invite persons other than members of the Board to attend Board meetings or portions thereof.

(B) Vice President

The vice president shall carry out the duties of the president in the absence of the president or in cases where the president is unable to so act. The vice president shall succeed to the office of president at conclusion of the next periodic meeting following his service as vice president.

(C) Secretary

The secretary shall keep minutes of the proceedings of members' meetings, meetings of the Board, and meetings of the Executive Committee. The secretary shall conduct such other duties as specified by these bylaws and as directed by the Board or Executive Committee. The secretary shall distribute the ballot for election of officers of the society, by electronic means, two months prior to the periodic meeting. The procedure for tally of the ballots shall be specified by the Board prior to the periodic meeting.

(D) Treasurer

The treasurer shall collect all amounts due to the Society and pay all financial obligations of the Society as approved by the Board or Executive Committee. The treasurer also shall report on the financial condition of the Society at periodic meetings and as requested by the Board or Executive Committee. He/she also shall prepare a report for the Board annually, following the end of the Society's financial year. The treasurer also shall sign such documents as authorized by Section 10(A) of these Bylaws.

(E) Editor-in-Chief of the Journal

The Editor-in-Chief for the Journal of the Society shall be appointed by the Board and subject to approval by the publisher, for a period of five years and shall be eligible for reappointment. The Editor-in-Chief of the Journal shall be a member of the Board. Such Editor shall have the power to appoint Associate Editors and an Editorial Board without further reference to the Society and fill vacancies in such positions, but shall inform the Board of such appointments. Associate Editors shall serve for five years and shall be renewable, both at the discretion of the Editor-in-Chief. The Editorial Board members shall be appointed for one year terms, renewable at the discretion of the Editor-in-Chief. The Editor-in-Chief shall be responsible to the Board for the conduct of the Journal.

(F) Executive Committee

There shall be an Executive Committee composed of the president, vice president, secretary, treasurer, immediate past president, chairperson of the Nomenclature Committee and the Editor-in-Chief of the Society's journal. The Executive Committee shall meet (or confer as authorized by Section 9B and C of these bylaws) at least annually. The Committee shall deliberate policy issues, and, subject to final approval of the Board, establish where and when the next periodic meeting, or any other meetings of the Society, shall be held. They may propose new members for election to the Board to the Executive Committee, appoint the organizer of the next triennial meeting and make other pertinent recommendations to the Board.

Section 11 – COMMITTEES

(A) Membership Committee

The Membership Committee shall consist of the Secretary and two additional members appointed by the President, subject to the approval of the Board. The appointed Committee members shall serve for terms of up to three years and are eligible for reappointment. The Membership Committee shall establish categories of Membership (Active, Limited, Emeritus and others as needed), publish Membership Application Forms on the ISA Web Page and approve applications for membership.

(B) Nomenclature Committee

There shall be a Nomenclature Committee. This committee shall define guidelines in order to establish the chemical designation of all amyloid fibril proteins and compounds involved, taking protein nature, tissue origin, organ system or pathological condition with which it is associated into account. The committee may meet in person or by other methods of communication as deemed appropriate. It shall report to the Board periodically and publish their determinations and suggestions in the Society's journal which will be made available on the journals web page. The chairperson of the Nomenclature Committee shall be appointed by the Board. Other members of this committee shall be appointed by the Board, taking into account recommendations of the chairperson.

(C) Finance Committee

The Finance Committee shall consist of the Treasurer as Chair, the President, the immediate past president, and one (1) additional member appointed by the President. This Committee shall formulate all investment policies of the Corporation, subject to the approval of the Board.

This Committee shall insure that the Treasurer implements approved policies with regard to the management, supervision, and control of all financial affairs of the Corporation.

This Committee shall meet periodically, as well as at the request of the Chair of the Board to review the financial affairs of the Corporation, and shall submit a report to the Board.

Members of this Committee shall serve three terms of up to three (3) years each and are eligible for reappointment to one additional consecutive term.

(D) Audit Committee

The Audit Committee shall consist of the Vice President as Chair, and two (2) members of the Corporation who are not officers. One (1) member shall be appointed by the Board, and one (1) shall be elected by majority vote at the periodic meeting, after nominations from the floor. No member of the Audit Committee may be a member of the Finance Committee. The elected member and the appointed member shall serve for terms of three (3) years. This Committee shall be responsible for a triennial audit of the Corporation; and it shall submit a report to the Board and the membership. Subject to the approval of the Board, the Audit Committee may retain the services of a certified public accounting firm to conduct an annual audit of the Corporation's financial affairs.

(E) Bylaws Committee

There shall be a Bylaws Committee consisting of three (3) members appointed by the President with the approval of the Board. The President shall designate one (1) of the members as the Chair. The appointed committee members shall serve terms of up to three (3) years, but any member may be reappointed. The Bylaws Committee shall review all proposed amendments submitted by the membership and shall make written recommendations to the Board. The Bylaws Committee also may initiate proposals to amend the Article of Incorporation or the Bylaws of the Corporation and shall review the bylaws at least once every two (2) years for appropriate changes.

(F) Appointments of Ad Hoc Committees

The Board may create such additional ad hoc committees as it deems appropriate and appoint the chairperson and membership thereof for terms specified by the Board.

Section 12 – VACANCIES

Vacancies in the Board, or any other positions appointed by the Board between periodic meetings of members, shall be filled by the Board for the balance of any such terms.

Section 13 – BANK ACCOUNTS, CONTRACTS, AGREEMENTS, EXECUTION OF DOCUMENTS, AND CORPORATE BORROWING

Section 13.1 Contracts and Agreements

Unless otherwise provided in these Bylaws, all contracts and agreements must be approved by the Board of Directors.

Section 13.2 Bank Accounts and Signatures

The Board of Directors shall by resolution authorize appropriate individuals to open corporate bank accounts and to execute checks, drafts, and other orders for the payment of amounts owed by the Corporation.

Section 13.3 Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation and such authority may be general or confined to specific instances.

Section 13.4 Corporate Borrowing

This Corporation shall borrow money only if authorized by a three-fourths (3/4) vote of the Directors present and voting at a meeting following proper meeting notice, which must include notice of the proposal.

Section 14 – RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the Corporation, the Board of Directors, and duly appointed committees, unless inconsistent with the Articles of Incorporation or these Bylaws, shall be governed by the most current edition of Robert's "Rules of Order" or other standard rules of order approved by the Board of Directors.

Section 15 – PROCEDURE FOR AMENDMENTS

Proposed amendments to these Bylaws must be submitted in writing by the Board of Directors or by five (5) members to the Secretary not less than ninety (90) days prior to the next periodic meeting of members for review and recommendation. The proposed amendments shall be referred to the Bylaws Committee for review and recommendations. The recommendations of this committee shall be read at the membership business meeting at the above referred to triennial meeting and submitted to a vote. A copy of proposed amendments shall be sent to each member at least one (1) month preceding the periodic meeting at which the proposed amendments will be voted upon. Amendments to these Bylaws require the affirmative vote of two-thirds (2/3) of the members. The Articles of Incorporation of the Association may be amended by the Board of Directors in the manner provided by Minnesota statutes.

Section 16 – AMENDMENTS NECESSITATED BY LEGAL DEVELOPMENTS

Any change in the corporate or tax status of the Corporation caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation whether Federal, State, or local, or the adoption, imposition, or implementation of any statute, ordinance, rule, or administrative or judicial decision or decree which the Board determines requires immediate amendment to the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Board of Directors by a two-thirds (2/3) vote to amend the Articles of Incorporation or these Bylaws in any respect it deems necessary to insure corporate compliance with the change or changes in the law without any prior approval of the voting membership. Notice of the meeting and of the proposed amendment shall be given.

Bylaws Committee: Barbara Kluge-Beckerman, Ole Suhr, Jean Sipe (Chair)

Last reviewed August 1, 2012