

BYLAWS OF
SOCIETY FOR MUCOSAL IMMUNOLOGY, INC.

Amended and restated: February 5, 2015

ARTICLE I: MEMBERS

1. Members

a) *Classes of Members*

There shall be only one class of individual membership, but the governing board may offer corporate membership to commercial companies on special conditions jointly recommended by the President and the Secretary-Treasurer. Each corporate membership shall only count as one vote at meetings and elections. The governing board, at its discretion, may institute a category of membership at reduced fees for trainees, honorary members or scientists from developing countries.

b) *Qualifications*

Membership is open to immunologists and all other scientists and clinicians who have an interest in mucosal immunology. Candidates for membership must be nominated by a current member of the society who can provide a reference if required.

c) *Dues, Etc.*

Members shall pay membership dues, as well as such other charges and assessments relating to membership, as are established from time to time by the governing board, in such amounts and at such intervals as determined by the governing board from time to time. In addition, the governing board may establish differences in dues or other charges or assessments among the members, based on such factors as the governing board deems appropriate, provided that the factors determined by the governing board for differences in dues or other charges or assessments shall be applied uniformly to all members. No member shall be entitled to a refund of any membership dues or other charges or assessments upon such member's resignation or termination as a member.

d) *Emeritus Membership*

Emeritus SMI members are individuals retired from full-time employment who have been a Regular Member of the Society for at least five years prior to seeking Emeritus status. Emeritus Members will pay dues at the Student rate which includes a print subscription to the journal. Emeritus Members retain full membership privileges, including the right to vote in SMI elections.

e) *Membership Requirements*

The governing board may establish for the member such attendance and other requirements as it deems proper. The governing board may establish differences in such attendance and other requirements among the members, based on such factors as the governing board deems appropriate, provided that all factors determined by the governing board for differences in such requirements shall be applied uniformly to all members.

f) *Rights*

Members shall have the right to vote at all meetings of members.

2. **Duration** - Each member shall hold membership as long as such member wishes, except that membership may be sooner terminated by suspension or expulsion as provided in Section 3 of this Article or by resignation as provided in Section 4 of this Article. All memberships are non-transferable.
3. **Termination** - The governing board shall consider and may investigate any charges of unprofessional conduct made against any member. The accused member must be informed of the charges and shall have a right to present a defense in oral or written form. Expulsion or censure will require an affirmative vote of three-fourths of the members present at the executive session of the annual meeting.

Any member whose dues are 14 months in arrears shall be terminated, but on vote of the governing board memberships may be reinstated if all arrearages are paid prior to the next annual meeting.

4. **Resignation** - Any member may resign from the Society after fulfilling all obligations to the Society by delivering written notice of resignation to the Secretary-Treasurer. Such resignation shall be effective upon the Secretary-Treasurer's receipt of such written notice. Such resignation shall not cancel obligation for dues for that calendar year.

ARTICLE II: MEETINGS OF MEMBERS

1. **Meetings** - Meetings of the members shall be held not less than once a year, either in person or electronically, in June/July. At the annual meeting, the President, or in his/her absence the President-Elect, shall report on the operation of the Society for the preceding year. This meeting shall include an executive session for the conduct of business of the Society.
2. **Special Meetings** - A special meeting of members may be called by the governing board in its discretion or upon written request to the Secretary-Treasurer by five (5) or more members of the Society entitled to vote. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members.
3. **Notice of Meetings** - Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting; the purpose or purposes for which the meeting is called, shall be sent not less than thirty (30) days before the date of the meeting (except as otherwise required by law) by or at the direction of the President, President-Elect or the Secretary-Treasurer, or the persons calling the meeting, to each member entitled to vote. Notice of a meeting of the members may, but is not required to, be given to members of the Society not entitled to vote, and may be given without complying with the above notice period. A notice shall be deemed duly given to a member when it is either delivered in person or mailed, or emailed to the address of such member as it appears on the records of the Corporation.
4. **Voting** - At meetings of the members, the members shall be entitled to exercise the voting rights described in Article I of these Bylaws.
5. **Quorum** - A quorum at any meeting of the members, whether annual, regular, or special, shall exist if at least one-tenth of the members entitled to vote are present in person or by proxy. The vote of a majority of the members entitled to vote that are present in person or by proxy at a meeting at which a quorum is present shall be necessary and sufficient for the adoption of any matter voted upon by the members, unless a greater vote of the members is required by law or the governing board.
6. **Program and Procedure** - The executive sessions of the Corporation shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the executive session of the Corporation shall submit this business in writing to the Secretary-Treasurer at least two weeks before the annual meeting. The governing board shall have the final decision as to which items appear on the agenda of the executive session of the Corporation.

The Scientific Program of the meeting shall be arranged by the Program Committee, appointed annually by the President and approved by the governing board. The President may serve as a member or as chairman of the committee.

ARTICLE III: GOVERNING BOARD

1. **Composition** - The governing board shall consist of the President, President-Elect, Secretary-Treasurer, Immediate Past President and eight other members elected as Councilors. Four members of the governing board shall be from the Americas, two from Europe/Africa, and two from Australia/Asia. Officer positions, including the President, President-Elect, Secretary-Treasurer and Past-President, shall be excluded from the geographic requirements. The number of Councilors serving at any one time can be increased by a two-thirds vote of the governing board and approved by a majority of the members casting votes in person or by proxy at the Annual Meeting.
2. **Duties** - The governing board shall manage the affairs of the Society and shall perform all acts as are required or permitted by the Articles of Incorporation and these bylaws. The governing board shall have the following specific duties and powers: (a) to make arrangements for meetings of the membership; (b) to consider and pass upon all candidates for membership; (c) to investigate charges of unprofessional or unbecoming conduct made against any member; and (d) to receive reports of committees and to approve or disapprove their recommendations.
3. **Meetings** - The governing board shall hold at least one regular meeting each year, either in person or via conference call, conducted in conformity with parliamentary procedure. Special meetings may be called at any time by the President or by any two members of the board. Written notice of any meeting of the board shall be mailed to each member of the board at least ten days before the meeting. Four members of the board shall constitute a quorum for the transaction of business. The act of the majority of the members of the board present at a meeting at which a quorum is present shall be the act of the board. Any action to be taken at a meeting of the board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all members of the board.

4. **Vacancies** - If the vacancy on the governing board occurs, the governing board shall appoint a successor to serve the unexpired time.

ARTICLE IV: OFFICERS

1. **Positions** - The officers of the Society shall be the President, President-Elect, Secretary-Treasurer, and Immediate Past President. Only members may be elected to these offices.
2. **President** - The President shall be the Chief Executive Officer of the Society and shall perform all duties incident to that position. The President shall preside at all meetings of the Society and shall serve as chairperson of the governing board.
3. **President-Elect** - The President-Elect shall, in the absence or inability of the President to act, preside at the meetings of the Society and serve as Chairperson of the governing board. The President-Elect shall also perform such duties as may be assigned from time to time by the governing board or the President.
4. **Secretary-Treasurer** - The Secretary-Treasurer shall keep minutes of all meetings of the Society and of the governing board, shall serve all notices, shall be the custodian of the corporate records, and of the corporate seal of the Society, shall collect and be custodial of all funds of the Society and shall pay all of its expenses or vouchers signed by the President or bills presented for activities approved by the governing board. The Secretary-Treasurer shall keep the Society's financial books and shall present a detailed report of its financial status at each annual meeting and at such other times as the governing board may request. The accounts shall be examined annually by an independent third party and a financial report presented to the governing board and made available to the members. All other duties incident to the office of the Secretary-Treasurer shall be the responsibility of this officer.
5. **Immediate Past President** - The Immediate Past President shall perform such duties as may be assigned from time to time by the governing board or the President.

ARTICLE V: OFFICERS AND COUNCILORS - Nomination and Election

1. **Nomination** – In the second quarter of each year a call for nominees will be distributed to the membership, and members may self-nominate or nominate another member. Any SMI member in good standing is eligible to run. Previous Board experience is a prerequisite for Secretary/Treasurer candidates. The governing board shall appoint a Nominating Committee composed of three to five members of the Society, with the President designating the Chairperson. The Nominating Committee shall prepare a slate of nominations for the position(s) of Officer or Councilor that shall become vacant in the following year. The number of nominees for each position will be limited to two and a half times the number of open councilor positions for each position, except for that of Secretary-Treasurer for which a single nominee may be proposed. Additional nominations for any position may be made by petition signed by at least ten members and submitted to the Secretary-Treasurer within 30 days of the call for nominations. Ballots will be accompanied by short biographies for candidates and will be disbursed to the membership in an open election format.
2. **Election** – Voting by eligible members on all matters, including the election of directors, may be conducted by mail and electronic media, provided that a single medium shall be employed for each vote.
3. **Installation** - The newly elected Officers or Councilors shall take office at the first Board meeting in the third quarter.
4. **Term** - The President, President-Elect, Secretary-Treasurer, Immediate Past President, and each Councilor shall each serve until the close of the last Board meeting in the second quarter following his/her election or until the installation of a successor. At the Board's discretion, any Councilor's term can be extended for up to one year to accommodate the geographic composition requirements.
5. **Succession** - Neither the President nor the President-Elect may serve more than one full term except as provided with respect to an unexpired term in Article VI. Succession from President-Elect to President shall be automatic.

ARTICLE VI: OFFICERS VACANCIES

1. **President** - If the President dies, or resigns, or the office otherwise becomes vacant, the President-Elect shall immediately become President and shall serve for the balance of the last President's term and thereafter serve the term as President that he/she would have had if the vacancy had not occurred. If there is a vacancy in the office of President-Elect when the vacancy in the office of President occurs, then the governing board shall appoint one of its members to serve as President until the next annual meeting when both a President and President-elect shall be elected.
2. **President-Elect** - If the President-Elect dies or resigns, or the office otherwise becomes vacant, the governing board shall appoint one of its members to perform the duties of the President-Elect for the unexpired term when a new President-Elect will be elected.
3. **Secretary-Treasurer** - If the Secretary-Treasurer dies or resigns, or the office otherwise becomes vacant, the office of Secretary-Treasurer shall be filled by appointment by the governing board for the unexpired term.

ARTICLE VII: FUNDS AND EXPENSES

Funds for meeting the expenses of the Society may be provided in such manner as the governing board may determine, including, without limitation, such annual dues as may be fixed from time to time by the board and approved by the members.

ARTICLE VIII: COMMITTEES

The governing board may from time to time designate ad hoc committees to consider matters of interest to the Society. The number of members, and designation of the chairpersons, the terms of membership, and the duration of the duties of each such ad hoc committee shall be determined by the governing board.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Society shall be the calendar year beginning January 1 and ending December 31.

ARTICLE X: AMENDMENTS

These bylaws may be amended at any annual meeting of the members. Every proposed amendment shall be submitted to the governing board at least 90 days before the annual meeting, for consideration and recommendation by the board before submission to the members. Notice of any such amendment, together with the board's recommendation, shall be sent to each member of the Society at least 30 days before the annual meeting at which it is to be considered. To be adopted, an amendment must be approved by at least three-fourths of the members voting in person or by proxy at the executive session of the annual meeting.
