



**Bylaws of the  
Federation of Clinical Immunology Societies, Inc.**  
Approved June 15, 2019

**ARTICLE I — PURPOSE AND OBJECTIVES**

- 1.1 Principal Objectives.** The Federation of Clinical Immunology Societies, Inc. (the “Federation,” and sometimes also referred to herein as “FOCIS”) has been created to engender cross-fertilization among the many specialty societies that are included in the broad field of clinical immunology. A major role of the Federation is to organize an annual meeting involving clinician scientists from many different constituent societies, which share an interest in the field of clinical immunology. An additional principal purpose of the Federation is to educate the community, physicians, trainees, and patients, in the broad discipline of clinical immunology as well as to promote understanding of the field of clinical immunology.
- 1.2 Operating Purposes.** The Federation is organized, and shall at all times be operated, exclusively for, and its activities shall be limited to, such charitable, scientific, literary and/or educational purposes as will carry out the purposes of the Federation. These activities shall include, without limitation, providing (a) a scientific forum to foster the cross-disciplinary approach required to understand and treat immune-based diseases as the discipline of clinical immunology evolves; (b) a better understanding of the shared pathophysiological underpinnings of clinical immunology and the new therapeutic approaches suggested by these novel relationships, including the increasingly widespread use of biologics in therapy; (c) a forum for education of trainees, physicians, patients and the public in the discipline of clinical immunology, and (d) study in issues pertinent to public health, welfare and safety in the field of clinical immunology.
- 1.3 Powers.** The Federation shall have, and be permitted to exercise, all powers, rights and privileges as are authorized by Chapter 181 of the Wisconsin Statutes (the “Wisconsin Non-stock Corporation Law”) and which are not inconsistent with a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (the “Code”). However, no action shall be required or permitted to be taken under these Bylaws or by the officers or directors of the Federation which would not be permitted to be taken by an organization described in sections 501(c)(3) and 509(a)(1) of the Code or which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.
- 1.4 Funds.** The Federation may seek gifts, contributions, donations, and bequests for the purposes of the Federation and all funds received by the Federation shall be dedicated to and invested solely in furtherance of such purposes. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests, and for the disbursement of funds by the Federation in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the Federation.
- 1.5 Net Earnings.** No part of the net earnings of the Federation shall inure to the benefit of any private individual, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth of the Federation.
- 1.6 Propaganda.** No substantial part of the activities of the Federation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided in section 501(h) of the Code, and the Federation shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE II — ORGANIZATION/OFFICES

- 2.1 **General.** This Federation is incorporated in Wisconsin as a non-stock corporation pursuant to the Wisconsin Nonstock Corporation Law.
- 2.2 **Principal Office.** The principal office of the Federation shall be located in the state of Wisconsin. The Federation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate from time to time.
- 2.3 **Registered Agent.** The Federation shall maintain a registered agent as required by the Wisconsin Nonstock Corporation Law whose address may be, but need not be, identical with the principal office of the Federation. The name and address of the registered agent may be changed from time to time by the Board of Directors.

## ARTICLE III — MEMBERSHIP

- 3.1 **Membership.** Membership in the Federation shall be a privilege, not a right, and is dependent upon the applicant demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise as set forth in these Bylaws.
- 3.2 **Classes of Membership.** The Federation shall have two classes of membership: “Member Societies” and “Individual Members.” Only Member Societies shall have voting rights and such rights shall exist to the extent and in the manner described in sub. (i), below. Individual Members shall have no voting rights. Any reference to a “member” or “members” in these Bylaws shall be deemed to refer to members of all classes and subclasses.
- a) **Member Societies.** Any non-profit organization that has a demonstrated interest or involvement in the field of clinical immunology, as determined by the Steering Committee in its sole discretion, shall be eligible to apply to the Federation for membership. The Federation shall have no limit to total membership, and shall strive to have balanced representation as to area of specialty and geographic location; such aspiration of balanced representation will be among the factors considered in determining the eligibility of the Member Society candidates. Twenty (20) Member Societies shall have the right to appoint one of its individual members to the Steering Committee as more fully described in Sections 4.1 and 4.2, below; otherwise, Member Societies shall have no voting rights as such, it being intended that Permanent and Rotating Member Societies exercise their voting rights as members of the Federation solely through their Steering Committee Representatives as set forth in Article IV, below. Members of Member Societies may attend the Federation’s annual meeting at a discounted charge and shall have such other rights and privileges as the Board of Directors may from time to time determine.
- i. **Application for Membership/Approval Process.** An application for membership of any class and subclass shall be submitted by an applicant society to the Membership Committee in accordance with such procedure as the Board of Directors may prescribe from time to time. The Membership Committee shall recommend to the Steering Committee whether any such application for membership should be approved. Any such membership application shall require the approval of the Steering Committee by the majority vote thereof. Any determination by the Steering Committee regarding membership shall be final in its sole discretion and non-appealable. The Board of Directors may determine on a provisional basis that the status of a Member Society applicant and may make such recommendations to the Steering Committee from time to time.
- ii. **Dues.** The Federation may, in its discretion, impose dues on membership to the extent consistent with these Bylaws in such amounts as shall be determined by the Board of Directors from time to time. The payment of any such dues as a condition of any class of membership may be waived or postponed at the discretion of the Board of Directors.

- iii. **Acceptance of Members.** Each new member shall be notified in writing of its membership. New members shall pay any required dues prior to becoming a Member.
  - iv. **Termination of Members.** The membership may be terminated (a) for failure to make payment of any dues within ninety (90) days after the same become due; or (b) with or without cause upon a vote of two-thirds (2/3) of all Steering Committee Representatives or three-fourths (3/4) of all Directors.
- b) **Individual Members.** There shall be four subclasses of individual membership: 1. Graduate/Medical Student; 2. Trainee/Fellow; 3. Regular; 4. Industry.
- i. **Qualifications.** Individual membership of any subclass is open to all individuals with an interest in immunological or inflammatory diseases.
  - ii. **Dues.** Individual members shall pay membership dues, as well as such other charges relating to membership, as are established from time to time by the Board of Directors, in such amounts and at such intervals as determined by the governing board. 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.
  - iii. **Rights.** Individual members shall not have voting rights.
  - iv. **Duration.** Each individual member shall hold such membership as long as such member wishes, except that such membership may be sooner terminated by suspension or expulsion as provided in Section 5 of this article or by resignation as provided in Section 6 of this article. All memberships are non-transferrable.
  - v. **Termination.** The Board of Directors shall consider and may investigate any charges of unprofessional conduct made against any individual 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 Board of Directors session of the annual meeting. Any individual member whose dues are 14 months in arrears shall be terminated, but may be reinstated in all arrearages are paid in full.
  - vi. **Resignation.** Any individual member may resign from FOCIS after fulfilling obligations to the organization 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 IV — MEETINGS OF INDIVIDUAL MEMBERS

There shall be no meetings of individual members as such except as may determined by the Steering Committee from time to time. Individual members shall be entitled to attend such meetings and events of the organization as the Steering Committee may determine from time to time.

## ARTICLE V — STEERING COMMITTEE

- 5.1 General/Number/Qualifications.** The Steering Committee shall serve as the infrastructure by which Permanent and Rotating Member Societies exercise their voting rights and other rights as Members of the Federation. Only individuals who are active members of a Member Society shall be eligible to serve as its Steering Committee Representative. The vote or other act of a Steering Committee Representative on behalf of the Member Society shall be conclusive and binding upon such Member Society, and the Federation and all other persons shall be entitled to rely on the authority of such Steering Committee Representative in voting or otherwise acting on behalf of the Member Society. A Steering Committee Representative shall not be considered to be a Director or member of the Board of Directors of the Federation for any purpose, but rather shall be considered to be acting solely on behalf of its Member Society with respect to matters appropriate for action by such Member Society as a member of the Federation.
- 5.2 Manner of Designation of Initial and Successor Steering Committee Representatives.** Each Member Society shall deliver to the Secretary of the Federation written notice (by such form and substance as the Federation may require from time to time) of the identity of the individual designated by such Member Society to serve as its Steering Committee Representative. Thereafter, a Member Society may remove and replace any individual serving as its Steering Committee Representative for any reason, and shall promptly fill any vacancy created by the resignation, removal, death or other termination of its Steering Committee Representative, by delivering written notice of same, including the identity of such replacement.
- a) Permanent Steering Committee Representatives.** Ten (10) Member Societies shall be designated by the Board of Directors to identify individuals to serve as Permanent voting Steering Committee Representatives. These Member Societies may be selected based on geographic balance, discipline diversity, size of the society and consistent, active participation in FOCIS activities. Each Representative shall be entitled to one (1) vote with respect to matters submitted to a vote of the Steering Committee. Steering Committee participation and retention of Permanent voting Representative status is subject to the termination guidelines as described in Section 3.6 and as determined by the Board of Directors from time to time.
- b) Rotating Steering Committee Representatives.** Ten (10) Member Societies shall be designated by the Board of Directors to identify individuals to serve as Rotating voting Steering Committee Representatives. These Member Societies shall be selected based on geographic balance, discipline diversity, size of the society and consistent, active participation in FOCIS activities. . Each Representative shall be entitled to one (1) vote with respect to matters submitted to a vote of the Steering Committee. The term of each Rotating Representative shall be as follows: two (2) years for societies with membership larger than 500 members and one (1) year for societies with membership less than 500 members. The term commences at the annual meeting of the Steering Committee which corresponds to the Federation's annual meeting at which such Representative is elected and expiring at the third consecutive annual meeting of the Steering Committee. Such terms shall be staggered so that the terms of one-third of the Representatives expire each year. The Board of Directors shall designate which Representatives posts will expire each year. Steering Committee participation and retention of rotating voting representative status is subject to the termination guidelines as described in Section 3.6 and as determined by the Board of Directors from time to time.
- 5.3 Removal of Steering Committee Representative by the Federation.** Any Steering Committee Representative may be removed with or without cause by a vote of two-thirds (2/3) of all Steering Committee Representatives or three-fourths (3/4) of all Directors. In such event, the Member Society whose Steering Committee Representative has been so removed shall promptly designate a successor Steering Committee Representative in accordance with Section 2, above.

- 5.4 Annual Meeting of Steering Committee.** An annual meeting of the Steering Committee, which shall serve as the annual meeting of members of the Federation, shall be held during the months of May, June or July of each year at the principal place of business of the Federation, or at such other time and place as determined by the Board of Directors as shall be specified in a notice of meeting, in order to elect new Directors and to transact such other business as shall come before the Steering Committee.
- 5.5 Special Meetings.** Special meetings of the Steering Committee may be called for any purpose by the President, by the Board of Directors by majority vote thereof, or by not less than twenty percent (20%) of the Steering Committee Representatives.
- 5.6 Voting/Manner of Acting.** Each Steering Committee Member Society in good standing shall be entitled, through its Steering Committee Representative as provided herein, to vote on all matters to be voted on by members of the Federation, including, without limitation, approving applications for membership and electing directors as provided herein. Member Societies shall be the only class of members with voting rights and such voting rights shall be exercised solely through their respective Steering Committee Representatives as described herein. Any matter to be decided by a vote of the members of the Federation shall, except as otherwise provided in Chapter 181 of the Wisconsin Statutes or as otherwise expressly provided herein, be decided by a majority of Steering Committee Representatives voting in person or by proxy at a duly held meeting of the Steering Committee at which a quorum is present.
- 5.7 Quorum.** The presence in person or by proxy of not less than a majority of (Permanent and Rotating) Steering Committee Representatives shall constitute a quorum for the transaction of business at any meeting of the Steering Committee. If a quorum is not present at any such meeting, a majority of the Steering Committee Representatives present thereat may adjourn the meeting, without further notice. The Steering Committee Representatives present at a duly organized meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Steering Committee Representatives whose absence would cause less than a quorum.
- 5.8 Notice of Meetings.** Written notice stating the place (which may be within or without the state of Wisconsin), day and hour of any meeting of members shall be signed by the President or Secretary of the Federation and shall be delivered either personally or by first class U.S. mail or electronic mail, to each Steering Committee Representative entitled to vote at such meeting, not less than ten (10) days before the date of such meeting. In case of a special meeting or when otherwise required by Wisconsin Statutes or by these Bylaws, such notice shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Federation, with postage thereon prepaid.
- 5.9 Action by Steering Committee without a Meeting.**
- a) **Action by Written Ballot.** Any action that may be taken at a meeting of the Steering Committee may be taken if the Secretary of the Federation delivers a written ballot to every Steering Committee Representative entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:
- i. The number of responses required to meet the quorum requirements;
  - ii. The percentage of approvals necessary to approve each matter other than the election of directors; and;
  - iii. The time by which a ballot must be received by the Federation in order to be counted.

A written ballot may not be revoked.

- b) **Action by Written Consent.** Any action required by law to be taken at a meeting of the Steering Committee, or any action that may be taken at a meeting of the Steering Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than fifty percent (50%) of all Steering Committee Representatives entitled to vote with respect to the subject matter thereof; provided, however, that if the vote of a greater proportion of such Steering Committee Representatives is required under applicable law for such action, the vote of such greater proportion shall be required hereunder.

**5.10 Proxies.** At any meeting of the Steering Committee, a Steering Committee Representative entitled to vote may vote by proxy executed in writing by the Steering Committee Representative or by his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**5.11 Activities of Steering Committee and Steering Committee Representatives.** The Steering Committee Representatives may have the following duties and responsibilities from time to time:

- a) Provide submissions of Federation meeting program suggestions, topics and speakers;
- b) Assist with the development of satellite programs;
- c) Promote Federation meetings and activities;
- d) Attend various Federation meetings;
- e) Assist with the abstract review process as requested by appointing reviewers or reviewing abstracts submitted to the Federation in their discipline;
- f) Liaison to their respective Full Member Societies;
- g) Participate in Annual Meeting Program Committee planning;
- h) Vote on approval of candidates for officers and directors as presented by the Nominating Committee, as described in Sections 5.3 and 6.2, below;
- i) Review and approve proposed Bylaw changes, as described in Article VIII, below.

## ARTICLE VI — BOARD OF DIRECTORS

- 6.1 Powers and Responsibilities.** The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Federation, including, without limitation, the Federation's financial affairs and fundraising activities, all subject only to the limitations set forth in the Articles of Incorporation, these Bylaws, or by applicable law. The Board of Directors shall utilize and distribute the net earnings and principal funds of the Federation solely in accordance with the purposes for which the Federation is organized. Directors shall be responsible to undertake such individual fundraising activities on behalf of the Federation as may be requested by the President from time to time.
- 6.2 Number/Qualifications/Terms.** The number of members of the Board of Directors of the Federation (sometimes hereinafter referred to collectively as "directors" and individually as a "director") shall be fourteen (14), which number shall include the directorship held by the Immediate Past-President, who shall be a director as more fully described elsewhere in this Article V. The US/Canada FOCIS Centers of Excellence Committee chairperson, FOCIS International Committee chairperson, Membership Committee chairperson, Education Committee chairperson, Annual Meeting Organizing Committee chairperson shall serve on the Board of Directors provided he or she is elected to the Board of Directors as described in Section 6.3. Any active member of a Member Society who is a FOCIS members in good standing shall be eligible to serve as a director. Each director shall be entitled to one vote with respect to matters submitted to a vote of the Board of Directors. The term of each director shall be two (2) years, commencing at the annual meeting of Board of Directors which corresponds to the annual meeting of the Steering Committee at which such director is elected and expiring at the second consecutive annual meeting of the Board of Directors thereafter. Such terms shall be staggered so that the terms of one-half of the directors expire each year (at such time as these Bylaws become effective, the Board of Directors shall designate which directorships will expire in one year and which positions will expire in the next year, and solely for the directorship terms in effect as of the time that these Bylaws become effective, the terms of one such group of directors so designated (which group shall include the Immediate Past-President) will be two (2) years and the terms of the other half of directors so designated shall be three (3) years). The terms of each director other than the directorship held by the Immediate Past- President shall be renewable three times.
- 6.3 Manner of Election to the Board of Directors.** At least sixty (60) days prior to each annual meeting of the Steering Committee, the Nominating Committee shall nominate a slate consisting of one candidate for election to each of the director terms (other than the term of the directorship held by the Immediate Past-President) expiring as of the next annual meeting of the Board of Directors as described in Section 5.7, below, or as otherwise described in these Bylaws. The Nominating Committee shall undertake to nominate candidates who would be qualified by virtue of experience, reputation, expertise or other relevant factors. The Nominating Committee shall undertake to give deference, as appropriate, to the recommendations of the President in nominating persons as directors who would also be qualified to serve as Committee Chairs. The Steering Committee shall vote on approval of such slate of Board of Directors candidates by written ballot in advance of the annual meetings of the Steering Committee and the Board of Directors, with the results of such election to be announced at such annual meetings and such terms to commence as of such annual meeting of the Board of Directors.
- 6.4 Resignation/Removal.** Any director may resign from the Board of Directors at any time by giving written notice to the President of the Federation. Any director may be removed from the Board of Directors with or without cause by a two-thirds (2/3) vote of the Steering Committee.
- 6.5 Vacancies.** In case of any vacancy on the Board of Directors (other than the directorship held by the Immediate Past-President) for any reason (including, without limitation, the death, resignation or removal) before the expiration of the term of such position, the President shall, as soon as practicable after such vacancy occurs, nominate and vote on approval of a successor to hold office for the unexpired portion of the term of the vacant position on the Board of Directors.

- 6.6 Place of Meeting.** The Board of Directors may hold its meetings at such place or places within or without the State of Wisconsin as they may from time to time determine.
- 6.7 Annual Meeting.** The Annual Meeting of the Board of Directors for the transaction of such business as shall come before the Board of Directors and such meeting shall be held as nearly as practicable to the date and the time of the annual meeting of the Steering Committee at the same location as the annual meeting of the Steering Committee or at such other time and place as shall be designated in the notice of such meeting pursuant to Section 6.8, below.
- 6.8 Special Meetings.** Special Meetings of the Board of Directors may be scheduled and convened (either in person or by electronic means pursuant to Section 5.13, below) at any time at the request of the President or by written petition signed by not less than twenty percent (20%) of the directors and delivered to the President and Secretary. The Board of Directors shall undertake to meet at least once per year in addition to its annual meeting as described in Section 6.6, above.
- 6.9 Notice.** The President or the Secretary of the Federation shall give notice of each annual and special meeting by mailing or transmitting by facsimile or other electronic means the notice at least seven (7) days before any meeting of the Board of Directors to each director. Such meetings may be scheduled during any prior regularly scheduled meeting. Such notice may be waived by any director. Neither the business to be transacted nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all of the Directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.
- 6.10 Quorum.** At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of directors whose absence would cause less than a quorum.
- 6.11 Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these Bylaws or by applicable law.
- 6.12 Action without a Meeting.** Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to such action, two-thirds (2/3) of all directors consent thereto in writing. Such written consents may be executed in counterparts, and shall be filed with the minutes of the Board of Directors.
- 6.13 Meetings by Electronic Means of Communication.** To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board of Directors, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.
- 6.14 Ex-Officio Members of the Board of Directors.** Ex-officio members of the Board of Directors and of committees that are not past- presidents are persons who are members by virtue of or because of the office they hold. Unless otherwise specified, ex-officio members of the Board of Directors and of committees have exactly the same rights and privileges, as do all other members, including the right to vote.



## ARTICLE VII — OFFICERS

- 7.1 Principal Officers.** The Officers of the Federation shall consist of the President, the Vice President/President-Elect, the Secretary, the Treasurer, the Immediate Past-President and such other officers as the Steering Committee may from time to time designate. No two offices may be held by the same person, except those of the Secretary and Treasurer.
- 7.2 Manner of Election.** At each annual meeting of the Steering Committee during which there is an expiration of the term of office, or any other vacancy, in the office(s) of Vice- President/President-Elect, Secretary or Treasurer, the Steering Committee shall elect, from among the directors then in office, individuals to fill such in accordance with the procedure set forth herein. Not less than sixty (60) days before the date of such annual meeting, the Nominating Committee shall nominate and propose to the Steering Committee a slate of candidates for election to any such offices. The Steering Committee shall vote on approval of officers in advance of the annual meeting of the Steering Committee. The Vice President/President-Elect whose term of office is expiring at such annual meeting shall automatically succeed to the office of President at such annual meeting. Election or appointment of an officer or agent shall not of itself create contract rights. The President whose term of office is expiring at such annual meeting shall automatically succeed to the office of Immediate Past-President.
- 7.3 Terms.** The term of office of the President, Vice President/President-Elect and Immediate Past- President shall be two (2) years and the term of office of the Secretary and Treasurer shall be three (3) years, commencing at the annual meeting of the Steering Committee at which such officer election is announced and expiring at the second consecutive annual meeting of the Steering Committee thereafter. The terms of the President and Vice President/President- Elect shall be nonrenewable. The terms of the Secretary and Treasurer shall be renewable for one term.
- 7.4 Powers/ Duties.**
- a) President.** The President shall be the principal executive officer of the Federation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Federation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the Board of Directors and the Steering Committee and be responsible for scheduling all meetings of the Board of Directors. The President may determine the order of business to be conducted at Board of Directors meetings.
  - b) Vice President/President-Elect.** The Vice President/President-Elect shall assume the duties of the President in the absence of the President or in the event of his or her death or inability or refusal to act, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President/President- Elect shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. In addition, the Vice President/President-Elect shall, as the President-Elect of the Federation, carry out such duties in such capacity as the President or the Board of Directors may from time to time determine.
  - c) Immediate Past-President.** The Immediate Past-President shall serve as an officer of the Federation in an ex-officio capacity and shall perform such duties as may be assigned by the President from time to time. The Immediate Past-President shall also serve on the Board of Directors as more fully described in Article V, above.

- d) **Secretary.** The Secretary or its designee shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law; be custodian of the corporate records; and perform all duties incident to the office of Secretary.
  - e) **Treasurer.** The Treasurer shall have supervision through the office of the Executive Director of all monies, securities and other valuable properties of the Federation and shall oversee accurate accounts of the receipts and disbursements of the Federation in books belonging to it. The Treasurer shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Federation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall check monthly the disbursements of funds of the Federation in accordance with authority of the Board of Directors. The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the Board of Directors to the custody of any other person or entity, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, or for the performance of any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee, and he or she shall not be responsible for any actions of any other officer, agent or employee of the Federation.
- 7.5 **Resignation/Removal.** Any officer may resign at any time by delivering written notice of same to the Board of Directors. Any officer may be removed from office with or without cause, by a vote of two-thirds (2/3) of the Steering Committee Representatives.
- 7.6 **Vacancies.** In the event of the President's death, resignation or removal while in office, the Vice President/President-Elect shall succeed to the office of President for the remainder of such term and shall continue to serve as President for the immediately succeeding one-year term. In the event of the Vice President/President-Elect's, Secretary's or Treasurer's death, resignation or removal while in office, the Board of Directors shall fill such vacancy as soon as practicable for the unexpired portion of such term (the person filling such vacancy to be eligible for election thereafter to a full term and one renewal term as set forth in Section 6.3, above).
- 7.7 **Executive Director.** An Executive Director shall be selected, employed directly or by contract, and supervised by the Board of Directors. The Executive Director shall have general charge of the day-to-day operations and management of the Federation. The Executive Director may sign in the name of or on behalf of the Federation contracts or agreements authorized by the Board of Directors.

#### ARTICLE VIII — COMMITTEES

- 8.1 **Committees.** In order to carry out its oversight and fiduciary responsibilities, the Board of Directors shall establish and oversee the following Standing Committees:
- a) **Executive/Finance/Development Committee;**
  - b) **Audit Committee;**
  - c) **Nominating Committee**
  - d) **Membership Committee**
  - e) **Education Committee**
  - f) **FOCIS Centers of Excellence Committee**
  - g) **Annual Meeting Organizing Committee**

The President, with advice from the Board of Directors, may from time to time designate other committees, subcommittees, working groups and task forces. All standing committees and other committees, subcommittees, working groups and task forces (collectively referred to for purposes of this Article VII as "Committees") shall have the powers and duties as hereinafter set forth and/or other powers and duties delegated or assigned by the President, with advice from the Board of Directors, as the President deems necessary or advisable and all such Committees shall make regular reports to President and the Board of Directors. All Committee chairpersons shall be appointed by the President who may be members of the

Board of Directors, except that the President shall serve as Chairperson of the Executive/Finance/Development Committee and the Nominating Committee. Except for the Executive/Finance/Development Committee and the Nominating Committee and as otherwise provided in these Bylaws, the President, with advisement from the Board of Directors, may determine the number of members to serve on each Committee and, in his or her discretion, any eligibility requirements for same. Members of any such Committee shall be appointed by the President from among the members of the Steering Committee, the membership of Full Member Societies or Affiliate Societies, or the immunology community at large.

- 8.2 Executive/Finance/Development Committee.** The Executive/Finance/Development Committee shall consist of the President (who shall serve as Chairperson), Vice President/President-Elect, Secretary and Treasurer of the Federation. The Executive/Finance/Development Committee may meet from time to time between meetings of the Board of Directors at the discretion of the President and shall be authorized to conduct such business of the Corporation as may be necessary or appropriate, subject to the Board of Directors' general direction and the obligation to report to, and obtain ratification of, the full Board of Directors as appropriate. The Executive/Finance/Development Committee shall also be responsible to oversee the development and maintenance of industrial, philanthropic and NIH support for the Federation.
- 8.3 Audit Committee.** The Audit Committee shall be independent of the Board and shall provide oversight of the annual audit, internal controls and procedures, financial controls, selection of the auditor, relationship with the auditor, a Conflict of Interest Policy and a complaint process. The Audit Committee should include a financial expert who need not be a member of the Board of Directors. No member of the Audit Committee shall receive any compensation from the Federation.
- 8.4 Nominating Committee.** The Nominating Committee shall consist of the President (who shall serve as Chairperson) and Vice President/President-Elect of the Federation, plus three (3) Steering Committee Representatives appointed by the President. Each such Steering Committee Representative member of the Nominating Committee shall serve for a term of two (2) years, which term shall be nonrenewable; provided, however, that in the event such Steering Committee Representative ceases for any reason to serve as such during such term, such individual shall no longer be eligible to serve on the Nominating Committee. The Nominating Committee shall consider and nominate candidates for election to the Board of Directors and as principal officers of the Federation in accordance with the procedures set forth in these Bylaws. The Nominating Committee shall, in addition, have such other duties as are set forth in these Bylaws or as may be delegated to it from time to time by the President.
- 8.5 Membership Committee.** The Membership Committee shall provide oversight over the membership program described in Article III. The committee shall consist of a Chairperson appointed by the President and members in good standing.
- 8.6 Education Committee.** The Education Committee is charged with overseeing the creation of educational programs that maintain, develop and increase the knowledge, understanding, skills and professional performance of trainees and investigators in the broad field of clinical immunology, and that enable basic scientists to understand the pathogenesis of immunological disease and the principles of clinical research. The committee shall consist of a Chairperson appointed by the President and members in good standing.
- 8.7 FOCIS Centers of Excellence Committee.** The FOCIS Centers of Excellence Committee shall provide oversight of the FOCIS Centers of Excellence. The FOCIS Centers of Excellence Committee shall consist of a United States/Canada Chairperson, who shall oversee Centers of Excellence in the United States and Canada, an International Chairperson, who shall oversee Centers of Excellence outside the United States and Canada, and members from qualified Centers of Excellence. The President shall appoint individuals for the roles of United States/Canada chair and International Chair. The FOCIS Centers of Excellence Committee shall recommend individuals to the President for the roles of United States/Canada chair and International chair and shall have sole authority to appoint members of the FCE Committee.

- 8.8 Annual Meeting Organizing Committee.** The Annual Meeting Organizing Committee shall develop the scientific program of the Annual Meeting of the Federation of Clinical Immunology Societies. The committee shall consist of a Chairperson appointed by the President and members in good standing.
- 8.9 Committee Terms; Resignation/Removal.** The terms of appointment of each member and Chairperson of each Committee other than the Executive/Finance/Development Committee and the Annual Meeting Organizing Committee and the members of the Nominating Committee who are officers shall, except as otherwise expressly provided herein, be two (2) years, renewable up to three times at the discretion of the President. The Chairperson or any member of any Committee may resign therefrom by notifying the President in writing. Such resignation shall take effect at the time specified in the written notification. The President and the Board of Directors may remove any Chairperson or member of a Committee with or without cause. Any vacancy occurring on any Committee or in any Committee chairpersonship because of death, resignation, removal or otherwise, shall be filled by the President.
- 8.10 Change in Committee Structure.** The Board of Directors may, at any time, by resolution, create, combine, consolidate or terminate any Committee as it deems appropriate in its discretion.

## **ARTICLE IX — AMENDMENTS**

These Bylaws may be amended, repealed, or altered, in whole or in part, by the vote of a majority of all Steering Committee Representatives.

## **ARTICLE X — INDEMNIFICATION**

The Federation shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, or otherwise, indemnify any Steering Committee member, director, officer, employee or agent of the Federation and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Federation or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon the Federation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the Steering Committee member, director, officer, employee or agent may otherwise be entitled. The Federation may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not the Federation would be obligated to indemnify such person under this Article.

## **ARTICLE XI — MISCELLANEOUS PROVISIONS**

### **11.1 Contracts and Other Documents.**

#### **a) General.**

- i. The Board of Directors, except to the extent otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers or the Executive Director of the Federation in addition to the President, to enter into any contract or execute and deliver any instrument, note, evidence of debt, loan or documents in the name of and on behalf of the Federation and such authority may be general or confined to specific instances. The Executive Director shall be authorized to enter into any such

contract, instrument, evidence of debt, note, loan or other document on behalf of the Federation consistent with policies set forth by the Board of Directors.

- ii. Unless authorized by a specific resolution of the Board of Directors, no contract, loan, mortgage or other agreement, instrument or document shall be executed by any officer of the Federation on behalf of the Federation without the express approval of the Board of Directors adopted in accordance with these Bylaws.

**b) Checks, Drafts, Etc.** All checks, and drafts, or other orders for the payment of money issued in the name of the Federation shall be authorized by the Executive Director and the Treasurer of the Federation in accordance with financial policy set forth by resolution of the Board of Directors.

**c) Deposits.** All funds of the Federation shall be deposited to the credit of the Federation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer may from time to time recommend, subject to the approval of the Board of Directors.

**11.2 Force and Effect.** These Bylaws are subject to the provisions of Chapter 181 of the Wisconsin Statutes and any amendments, replacements or supplements thereto and the Articles of Incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in said Chapter 181 or the Articles of Incorporation, the provisions of said Chapter 181 shall control over these Bylaws and the Articles of Incorporation shall control over these Bylaws to the extent of any inconsistency.

**11.3 Compensation.** No Steering Committee member, Board of Directors member, officer, committee member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Federation; provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Federation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Federation. However, no Steering Committee member or director, officer or committee member shall receive compensation from the Federation for serving in such capacity; provided, however, the Federation may reimburse expenses of such persons in attending meetings and conducting other activities on behalf of the Federation. Upon such dissolution or winding up of the affairs of the Federation, whether voluntary or involuntary, the assets of the Federation, remaining in the hands of the Board of Directors after all debts have been satisfied shall be distributed, transferred, conveyed, delivered, and paid over exclusively to charitable and/or educational organizations which would than qualify under the provisions of Section 501(c)(3) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

**11.4 Liquidation.** Upon dissolution of the Federation for any reason, the Board of Directors shall, after paying or making provisions for the payment of the Federation's liabilities, if any, distribute the Federation's net assets, to such corporation(s), association(s), fund(s), and/or foundation(s) engaged in activities substantially similar to those of the Federation as are designated by the Board of Directors and in such proportions as are determined thereby, subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code. However, the distribution of any assets of the Federation in liquidation shall be made in accordance with Chapter 181 of the Wisconsin Statutes, including, without limitation, section 181.1405 and any such successor provision.

**11.5 Corporate Seal.** The Federation shall have no seal.

**11.6 Trademarks.** No member may use the Federation's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors or its designee.

**11.7 Books and Records.** The financial and operational books and records of the Federation shall be maintained at the principal office and open for inspection at that location by the Board of Directors and Steering Committee upon appropriate advance request during business hours. The books and records shall also be open for inspection and audit by appropriate governmental agencies. The records of the

Federation maintained for this purpose shall include summaries of the proceedings of all regular and special meetings of the Board of Directors and Steering Committee.

- 11.8 Audits.** The financial records of the Federation shall be audited annually by an independent certified public accountant selected by the Audit Committee.
- 11.9 Fiscal Year.** The fiscal year of the Federation shall commence on January 1 of each calendar year and end on December 31 of each year.
- 11.10 Definition of "Code."** All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.
- 11.11 Headings.** The headings in these Bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.