

INTERNATIONAL CYTOKINE AND INTERFERON SOCIETY

CONSTITUTION

ARTICLE I: NAME, HISTORY AND INCORPORATION

The name of the Society is the International Cytokine and Interferon Society – ICIS.

The Society represents a merger of the ‘International Cytokine Society - ICS’ and the ‘International Society for Cytokine and Interferon Research - ISICR’, each of which have dissolved themselves. The ISICR was formed in 1983 as the International Society for Interferon Research and was composed of the leading international scientists working on the biochemistry, biology and clinical applications of Type 1 interferons. In 1987 the society changed its’ name to the ISICR in order to reflect the growing interests of its membership in the broader field of cytokines. The ICS was formed in 1987 for the purpose of promoting original research in the fields of cytokines, growth factors and receptors and to facilitate communication and interaction between scientists aimed at the multidisciplinary integration of current basic and clinical knowledge and concepts in the study of cytokines.

It is with the acknowledgement and appreciation of the history and priorities of both these societies that the Cytokine and Interferon Society is formed.

Pursuant to the original certificate of incorporation, this Society shall conform to the provisions of the Membership Corporation Law of the State of Florida, USA, as a non-profit, nongovernmental scientific Society.

The official language of the Society shall be English.

ARTICLE II: PURPOSE

The purpose of the Society shall be:

To promote original research in the fields of cytokines, interferons, chemokines, growth factors and their receptors.

To facilitate communication and interaction between scientists aimed at the multidisciplinary integration of current basic and clinical knowledge and concepts in these areas of research.

To promote the dissemination of information on, and applications of knowledge of these areas of biomedical research.

To promote an awareness with educational programs of the national and international health communities of the importance of these areas of biomedical research.

To achieve these goals, the Society will sponsor meetings, publications and other educational activities.

BYLAWS

There shall be Bylaws governing practice in the Society

Amendments to the Constitution and Bylaws must be ratified by a two-thirds majority of those Members of the Society who cast votes.

ARTICLE I: MEMBERSHIP

1. Membership shall be open to persons who share the stated purpose of the Society and who have research, clinical, or educational experience in the stated fields or in allied disciplines. The membership of the Society shall consist of Charter Members, Emeritus Members, Honorary Members, Sustaining Members (members who have paid a life membership), and Student Members. Charter Members are those who have been admitted to the Society and who have paid their annual dues. Unless otherwise stated in this document, the designation "Member(s)" excludes the Emeritus, Honorary, Sustaining and Student categories.
2. Applications for membership must be addressed directly to the Society Headquarters. In order to be eligible for membership in any category a person shall: a) possess an earned baccalaureate or higher degree in science or medicine or the academic equivalent of the above, and b) be currently engaged in professional activities commonly associated with cytokine and interferon research.
3. Emeritus Members. Members who have retired or become emeritus of his/her Institution may apply to the Council for admission to emeritus status. Emeritus Members pay a reduced membership fee and but shall be entitled to all the rights and privileges of Members, except for the free receipt of Journals. Emeritus members of the ICS and ISICR shall automatically remain as Emeritus members of the ICIS.
4. Honorary Members. Scientists who have attained distinction by their contributions to cytokine and/or interferon research may be elected as Honorary Members upon nomination by any Member to the Awards Committee whose recommendation will be submitted for approval to the Council by a two thirds majority. Such Members shall be exempted from payment of membership fees but shall be entitled to all the rights and privileges of Members, except for the free receipt of Journals. Honorary members of the ICS and ISICR shall automatically remain as Honorary members of the ICIS.
5. Sustaining Members. Companies or individuals with demonstrated activity and beneficial interest in the field of cytokines or interferons may be elected as Sustaining Members by vote of the Council. Individuals recognized as Sustaining Members may vote or hold office only if otherwise admitted as Members. Sustaining members of the ICS and ISICR shall automatically remain as Sustaining members of the ICIS. Sustaining Membership is

defined as a commitment to donate to the ICIS a minimum of \$1000/year for 3 consecutive years.

6. Student Members. Postdoctoral fellows, graduates or undergraduate students involved in cytokine and interferon research or closely related academic disciplines, shall be eligible to become Student Members. Applications for Student membership must be sponsored by a Member in good standing. Student Members pay a reduced membership fee so long they annually certify to the Society that they are engaged in full-time academic studies or research. Student Members are entitled to all rights and privileges of Members, including eligibility for society awards, except for the free receipt of journal if receipt of a journal is a member benefit.
7. Only Members in good standing shall have the right to vote in elections of the Society, to hold Society Office or Council membership or Committee membership, to sponsor applications for Student Membership, to have right, title or interest in property and funds of the Society or represent the Society in professional matters.
8. No person shall be denied membership on the basis of race, sex, creed or national origin.

ARTICLE II: DISCIPLINE

1. Any person holding Membership of any classification who has engaged in conduct which is contrary to or destructive of its purposes or which in any way tends to injure the Society or to affect adversely its reputation shall be subject to disciplinary measures in the manner described in the following section.
2. The formal charges shall be made in writing by at least two Members to an ad hoc Ethics Committee, who shall forward the same, together with their findings, to the Council. When so warranted, the Council shall fix a time and place for a hearing. A copy of the charges, together with a notice of the time and place of the hearing, shall be provided to the individual against whom the complaint has been lodged at least thirty days before the date of the hearing. The individual may file with the Council, not less than ten days prior to the hearing, a written answer to the charges. The Council shall have power to dismiss the charge, to censure, to announce suspension, or expulsion, as the findings warrant. Reinstatement subsequent to suspension, but not expulsion, may be effected by the usual procedure for Membership, provided prior approval of the Council is obtained.
3. Non-payment of dues: Privileges of Membership begin with the payment of dues following invitation to Membership of each class, except Honorary Members, and payment of dues for each successive year is an annual obligation of Membership. A Member in any category who has not paid dues, or any other duly authorized assessment or obligation shall be classed as delinquent unless all financial obligations are paid by April 1 of the year for which payment is due, and shall be removed from Membership by the Secretary. Within a period of one year, reinstatement to previous status may be effected by payment of all indebtedness to the Society.

ARTICLE III: OFFICERS, COUNCIL

1. Powers, Duties, and Functions.

Responsibility and authority for the management and control of the properties, funds and activities of the Society shall be vested in a Council as its Governing Board. The Council shall also:

- a) Have authority and responsibility for establishing objectives and assigning responsibilities for the programs and activities of the Society.
- b) Have authority to indicate, formulate and adopt statements of official policy for the Society.
- c) Have authority to require reports from any Society Officer or Committee d) Have authority to establish and alter or amend rules and procedures governing the proceedings and meetings of the Council, which are not inconsistent with the Bylaws.
- e) Have authority to appoint, fix the size and responsibilities of Society Committees.
- f) Have authority and responsibilities for other duties and functions customarily incumbent upon the governing Council of a Society.
- g) Represent the Society, through its Committees, in all negotiations with other Associations and/or private or public firms (e.g., publishers, conference organizers, accountants). Alternatively, the President may appoint, with approval of the Council, a Society member in good standing to represent the Society in all negotiations with other Associations and/or private or public firms (e.g., publishers, conference organizers, and accountants).

The President, as the representative of the Council, shall report to the Membership at each of their meetings.

2. Membership.

The Council shall have up to eleven members, including the President, President-elect, the immediate Past President, a Treasurer and a Secretary, the chair(s) of the Scientific Program Committee, the Executive Managing Director (non-voting), and four elected members representing at least 3 different countries.

The Officers of the Society shall be a President, a President-Elect, a Secretary and a Treasurer, serving terms of two years. The President-elect will automatically succeed to the Presidency when the office becomes vacant. The number of terms for the Secretary and the Treasurer shall not be limited. The Officers shall be elected by the Membership-at-large. Additional Council members are elected by the membership and serve terms of three years.

The power and duties of the Officers of the Society shall be those usually vested in their respective positions or specified by the Bylaws, and as fixed by the Council to the extent not provided for in the Bylaws.

3. Meetings.

Regular meetings of the Council shall be held annually at the Annual Scientific Meeting of the Society. Special meetings may be called by the President or by a majority of the Members of the Council. A quorum of the Council shall be a majority of the Members thereof. Special meetings may be held electronically or by teleconference.

4. Procedures

The President shall serve as Chair of the Council, appoint and charge (with the approval of the Council) the Committees, and carry out other customary and necessary duties of his/her office.

The immediate Past President shall carry out the duties of an absent or disabled President, but the President-elect will automatically succeed to the Presidency when the office becomes vacant.

The Secretary shall keep accurate minutes of all meetings, and give notice of activities of the Society wherever needed.

The Treasurer shall assure that all scientific activities are appropriately funded and that all such disbursements are made in accordance with the budget approved by the Council.

The Managing Director/Management Group, acting on behalf of the Treasurer shall collect and maintain all monies and submit an annual report of the financial condition of the Society and be responsible for any financial reports required by the Internal Revenue Service.

Directors, other than the Officers, may be commissioned with the coordination of particular activities undertaken by the Society. Thus, there will be a Scientific Meetings Director who shall chair the Scientific Meetings Committee and liaise with the Council. In his/her absence this task will be fulfilled by the Secretary.

The Managing Director/Management Group shall manage the central headquarters of the Society with support staff appropriate to the needs of the Society's activities as proposed and approved by the Council . Acting on behalf of the Treasurer, the Managing Director/Management Group shall collect and maintain all moneys, submit an annual report of the financial condition of the Society. Acting on behalf of the Secretary, the Managing Director/Management Group will prepare and provide any reports required by the Internal Revenue Service or other authorities.

Indemnification of Officers and Council members. The Society shall indemnify any Officer of the Society or Council member against any and all costs and expenses, including but not limited to counsel fees, judgments paid and amounts paid in

settlements, before and after legal proceedings are commenced, as approved by the Court, actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, civil, criminal, administrative or otherwise, in which he/she may be involved by reason of being or having been such Officer or Council member of the Society, except in relations as to matters as to which he/she may be adjudged liable for his/her own negligence or misconduct in performance of duty to the Society pursuant to the laws of incorporation.

The Society shall maintain a Society Headquarters, which will perform the normal functions of such administrative office for the Society and its Officers, Council and Committees as it is directed to perform by the Council. The Society Headquarters shall be located with the Secretary and/or with the Managing Director/Management Group that manages Society Affairs.

ARTICLE IV: ADVISORY COUNCIL

Past Presidents of the Society and of the dissolved ISICR and ICS shall constitute the Advisory Council and shall be invited to attend the meetings of the Council as non-voting advisors at the discretion of the ICIS President. Service on such an Advisory Council is not term limited and shall be on a voluntary basis.

ARTICLE V: COMMITTEES

1. The Society shall have such Standing Committees as the Bylaws provide, and may have such other Committees as may be required and are established from time to time by the Council. The Duties and responsibilities of each Committee shall be those usually implied by their titles and such others as specified by the Bylaws or by the cognizant body; and their purpose is to aid the Council in the performance of their functions and in achieving the mission of the Society.
2. The Standing Committees accountable to the Council shall be:
 - a) Awards (with two subcommittees focusing on awards previously given by the ISICR and the ICS); b) Development; c) Finance; d) Membership; e) Publications; f) Scientific Meetings; g) Nomenclature, h) Standards. i). Membership, j) Nominations. Standing Committees shall consist of a Chairperson and at least six additional Members. Only Members shall serve on Committees.
3. Manner of Appointment.

Unless specified otherwise by the Bylaws, the Chairperson of the Standing Committees shall be appointed by the President with the consent of the Council, and appointment of additional Members of the Committee shall be made by the President in the same manner and with the advice of the Chairperson of the Committee concerned.

4. Terms of Office.

Unless specified otherwise by the Bylaws, the terms of office of all Members of the Standing Committees, including Chairs, shall be three years, renewable. The terms of office of other than standing Committees shall be for the duration of existence of the Committee as specified by the Council.

5. Reports.

The Chairpersons of Standing Committees render an annual report to the Council, to be received by the Secretary at least thirty days following the Annual Meeting of the Society. Chairpersons of other than Standing Committee shall render a report to the President upon completion of its assigned function. Committee reports may be published in the Society's publications or other appropriate places, when authorized by the Council.

6. Development Committee.

The Chair, with the consent of the President, may appoint additional members to the Committee as needed. The Development Committee is responsible for:

- (a) raising money from Industry and other sources (e.g. government funding) for the Annual Scientific Meeting;
- (b) developing plans for the Society over the next few years;
- (c) coordinating Society activities affecting corporations;
- (d) soliciting Sustaining Members;
- (e) recommending benefits for Sustaining Members;
- (f) coordinating the solicitation of sponsors of workshops and symposia at the Annual Scientific Meeting;
- (g) soliciting exhibits for the Annual Scientific Meeting;
- (h) improving communication between the private sector and the Society.

7. Scientific Meetings Committee.

The Scientific Meetings Committee shall be composed of the Scientific Meetings Director, acting as the Chairperson, and six members appointed by the President with approval of the Council ; two of these members will represent the Organizing Committees of the first-to-come Annual Scientific Meeting; two will represent the Organizing Committee of the next Annual Scientific Meeting; two will represent the long-term scientific interest of the Society and be responsible for preliminary planning of future Annual Scientific Meetings. The terms of committee membership will be 3 years and may be renewed. The Committee will develop the programs for the Annual Scientific Meetings, including topics and contributors for major sessions and selection or preferred papers. The composition of the Committee shall be revised at each Annual Scientific Meeting.

8. Publications Committee.

The Publications Committee shall be composed of a Member of the Council, acting as the Chairperson, and six further members all appointed by the President with

approval of the Council. The duties of the Publications Committee shall be a) to interact with the Editorial Board of any Scientific Journals published under the aegis of the Society, b) to evaluate the current scientific level of such Journals and advise the Council concerning possible actions to be undertaken in that respect, c) to arrange for maintenance and updating of the Society's Website.

9. Finance Committee.

This Committee shall consist of the Officers of the Society and two Members appointed by the President, with approval of the Council, to serve 3-year terms. The Treasurer shall serve as Chairman of the Committee. The Managing Director/Management Group representative shall attend the meetings of the Committee as a non-voting member. The duties of the Finance Committee are:

- (a) prepare an Annual Budget and present it to the Council ;
- (b) revise and amend the budget as required;
- (c) monitor all financial activities (including investments and expenses for publications and meetings) and provide guidance as required or requested, and arrange for an annual accounting;
- (d) devise and implement mechanisms for all financial operations and recommend financial policies to the Council ;
- (e) report all Finance Committee actions at each Council Meeting and submit an Annual Report;
- (f) assess the need for changes in annual dues for the forthcoming calendar year, for each class of Membership, and submit proposed changes for approval to the Council .

10. Standards Committee.

The Standards Committee shall consist of a Chair and up to 6 members of the Society, appointed by the President with the approval of the Council. The Standards Committee shall assist and advise the international scientific community as to the standardization of quantification methodology of cytokines and interferons. They shall interact with the World Health Organization with respect to identifying and defining reference materials for cytokines, cytokine receptors and corresponding ligands involved in induction of cytokines.

11. Nomenclature Committee.

The Nomenclature Committee shall consist of Chair and up to 6 members of the Society appointed by the President with the approval of the Council . The Nomenclature Committee shall advise the international scientific community as to the appropriate classification of genes as interferon or interleukin genes. They shall evaluate the data in support or against such designations and they shall inform the major scientific journals if genes are to receive the interleukin or interferon designation.

12. Membership Committee.

The Membership Committee shall consist of a Chair and up to 6 members of the Society appointed by the President with the approval of the Council. The Membership Committee shall advise the Officers and Council as to steps needed to retain and expand the membership base. The Committee shall also make recommendations with regard to dues and other fees that might affect membership.

13. Nominations Committee.

The Nominations Committee shall consist of 6 members of the Society elected by a vote of the membership. The role of the Committee shall be to: 1) identify 'job description' for each officer, Council nominees and future Nominations Committee members and suggested attributes desirable for the candidates 2) solicit the broadest input for the officer slate, i.e. ask the membership for names of candidates 3) confirm that each candidate agrees to be nominated and will serve a full term if elected. 4) require each nominee to prepare a brief statement of suitability for position 5) submit a slate of candidates to the Council for confirmation

ARTICLE VI: PUBLICATIONS

The Society is empowered to publish or to enter into agreements with others to publish such journals and other publications (abstracts, reviews, newsletters, books, etc.) as may be authorized by a two-thirds majority vote of the Council. The editor(s) appointed by Council is (are) responsible for scientific quality and content of the publications.

ARTICLE VII: FISCAL YEAR

All fiscal affairs of the Society shall be conducted on the basis of the calendar year. Annual dues are payable on December 1st preceding the beginning of the fiscal year. Members who have not paid by December 1st will be notified in January of the year their membership fee is overdue.

ARTICLE VIII: ELECTIONS

1. Officers

Each year, at the time of the Annual Scientific Meeting, Secretary shall state which elective Offices (President, President-elect, Secretary, Treasurer) will become vacant by the time of the next Annual Meeting. The Nominations Committee will circulate this information to the Members-at-large and invite nominations for successors. These nominations should be made by petitions to be received by the Secretary before January 1st. Petitions must be signed by three Members and must contain a written statement by the nominee of willingness to serve. Nominees must be Members in good standing with evidence of relevant scientific interest and activity in the field for at least 3 years.

The Council shall also make nominations autonomously. It will be the Nominations Committee responsibility to ascertain the willingness of each nominee, if elected, to serve.

The Secretary shall submit the final list of nominees to the Council.

Not later than 3 months before the Annual Scientific Meeting, the Secretary shall mail (either by regular or electronic formats) the approved final list of nominees arranged as a ballot, and containing one or more names for each vacancy to be filled, to the Members-at-large.

The candidate for each office receiving the highest number of votes will be elected. Elected Officers shall take office at the end of the Annual Business Meeting.

2. Elected Council Members.

Each year, at the time of the Annual Scientific Meeting, the Secretary shall draw up the list of Council Members who will come at term on January 1 of the next calendar year.

For each future vacancy the Nominations Committee will call for nominations from the membership, with consideration for the requirement that groups of Members engaged in cytokine or interferon research in each of the major geographical areas of the world need to be duly represented on the Council. The Nominations Committee shall take appropriate action to ensure that nominees are willing to serve and have the scientific background consistent with the goals and objectives of the ICIS. The Secretary will coordinate an electronic ballot for the membership and the nominees with the most votes will be elected with the provision that representation from at least 3 countries is maintained in the elected Council membership. The term of the Council members will begin on Jan. 1 of the year immediately following their election.

ARTICLE IX: MEETINGS, NOTICE THEREOF AND AGENDA

1. The stated Annual Scientific Meeting of the Society shall be held at a time and place determined by the Council based on the recommendations of the Scientific Meetings Committee.
2. Each Annual Scientific Meeting shall be arranged by the Scientific Meetings Committee in collaboration with an ad hoc Local Organizing Committee, in full accord with the current "Meeting Guidelines" established by the Scientific Meeting Committee and the Council.
3. All business negotiations relative to the Annual Scientific Meeting are subject to approval by the Council.

4. Notice of the holding of the Annual Scientific Meeting will be published in Official Publications of the Society, and elsewhere as determined appropriate by the Scientific Program Committee, in advance of the Meeting.
5. At each Annual Scientific Meeting there shall be an Annual Business Meeting of the Membership of the Society, presided over by the President. Five percent of the Members shall constitute a quorum.
6. At each Annual Scientific Meeting there shall be an Annual Council Meeting. A quorum for this meeting shall consist of ½ of the Council members.
7. Conduct of all business meetings of the Society shall be governed by ‘Roberts Rules of Order Newly Revised’.

ARTICLE X: AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Amendments shall be proposed by a majority of the Council, or by a petition to the Board of Directors signed by at least ten percent of all Members in good standing.

Duly proposed amendments must be approved by a two-thirds majority of the Council , must then be discussed at a subsequent Annual Business Meeting of the Society, and must finally be ratified in a mail (regular or electronic) ballot by a two-thirds majority of those Members of the Society casting votes.

ARTICLE XIV: AFFILIATIONS

The Society is empowered to affiliate with other organizations

Affiliation can be proposed by the Council, or by individual Council Members, or by a petition to the Council signed by at least ten Members in good standing.

Duly proposed affiliations which have financial or otherwise important consequences must be approved by a majority of the Council

ARTICLE XV: TRANSITIONAL PROVISIONS

As of its foundation the Society will accept as Members for the duration of at least one year all persons who had Membership (Charter, Honorary, Emeritus, Student) in the dissolved Societies, ISICR and ICS. All Members shall in due course be offered a chance to decline such automatic transferal. Individuals that paid for lifetime membership in the ISICR and ICS will be granted lifetime membership in the ICIS without further payment of membership dues. Individuals that are Honorary Members of the ISICR and ICS at the time of merger will be exempt from payment of membership fees in the ICIS for life.

The immediate past Presidents of ICS and ISICR shall be members of the Council serving a term of two years following the approval of the merger of the ISICR and ICS by their respective memberships.

ARTICLE XVI: DISSOLUTIONS

Dissolution can be proposed by the Council, or by a majority of the Council, or by a petition to the Council signed by at least ten Members in good standing.

Such proposal must be approved by a two-thirds majority of the Council, must then be discussed at a subsequent business meeting of the Society, and must finally be ratified in a mail/electronic ballot by two-thirds of those Members of the Society casting votes.

Dissolution must be in accordance with the applicable regulations of the 1965 Internal Revenue Code, Section 506, or any amendments thereto. All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor Society which has among its principal purposes the encouragement, development, and dissemination of knowledge in the biological or physical sciences, and has qualified as an exempt organization under Section 501 of the 1954 Internal Revenue Code. Such activities or any amendments thereto need not be the only purpose of the successor Society.