

**BYLAWS OF**  
**INTERNATIONAL SOCIETY FOR BIOMEDICAL**  
**RESEARCH ON ALCOHOLISM**

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**BYLAWS OF  
INTERNATIONAL SOCIETY FOR BIOMEDICAL RESEARCH ON ALCOHOLISM**

**ARTICLE I  
Offices**

Section 1.1            Registered Office. The Society shall have and continuously maintain in the State of Colorado a registered office and registered agent whose office is identical with such registered office.

Section 1.2            Other Offices. The Society may have such other offices as the Board of Directors may determine or as the affairs of the Society may require from time to time.

**ARTICLE II  
Members**

Section 2.1            Eligibility. Members shall be accepted by the majority vote of the Membership Committee and the majority vote of the Board of Directors and shall agree to abide by and become fully subject to the Articles of Incorporation, Bylaws, and any other documents or agreements governing the affairs of the Society.

Section 2.2            Termination of Membership. The Membership Committee or the Board of Directors, by affirmative vote of a majority of its members, may suspend or expel any member who shall be in default under the Society's Articles of Incorporation, Bylaws, rules, policies, procedures or any other documents or agreements relating to the affairs of the Society, including without limitation the failure of the member to pay the specified annual membership fees. Membership shall terminate upon the death of a member.

Section 2.3            Resignation. Any member may resign by filing a written resignation with the President, Secretary or Treasurer, but such resignation shall not relieve the member so resigning of any obligation to the Society.

Section 2.4            Transfer of Membership. Membership in the Society is not transferable or assignable.

Section 2.5            Voting. Each voting member is entitled to one (1) vote in connection with matters submitted to the vote of the members. Members shall have only those voting rights specified in the Articles of Incorporation. A member entitled to vote may vote in person or by proxy executed in writing by the member or the member's 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. Voting by mail by members for election of directors shall also be permitted, the elected directors being those receiving the largest numbers of the votes cast, subject to the criteria in Section 3.1.

Section 2.6            Annual Meeting. The Congress of the Society, held every two (2) years, shall constitute the annual meeting of the members of the Society for the year in which it is held, and all routine business required to be conducted at the annual meeting of the members of the Society shall be conducted at such meeting. In the alternate years between of the Society, an annual meeting of members of the Society shall be held on a date and at such time and place as the Board of Directors shall determine.

Section 2.7            Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors or when requested in writing by not less than one-third (1/3) of the members entitled to vote at the meeting. Upon receipt of such a request from the members, the President and the Board of Directors shall call a meeting of the members within six (6) months of such request. Calls for special meetings shall specify the time, place and object or objects thereof, and no other business than that specified in the call shall be considered in any such meeting.

Section 2.8            Place of Meetings. The Board of Directors may designate any place as the place for any annual meeting or for any regular or special meeting of the members. If a special meeting shall be called otherwise than by the Board, or if the Board of Directors does not designate a place, the place of meeting shall be the principal office of the Society.

Section 2.9            Notice of Meetings. Written notice stating the place, date and hour of the meeting, and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail and/or electronic mail, by or at the direction of the President or the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. If requested by the person or persons lawfully calling such meeting, the Secretary shall give notice thereof, at corporate expense.

Section 2.10           Election of Directors. Those directors whose position is filled by election shall be elected in accordance with the requirements of these Bylaws. Election of directors shall be by postal ballot in accordance with Article III, Section 3.2 of these Bylaws. Each member entitled to vote in such election has the right to one (1) vote for as many persons as there are directors to be elected .

Section 2.11           Quorum and Manner of Acting. Unless otherwise provided in the Articles of Incorporation, thirty-three percent (33%) of members entitled to vote on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented at the meeting shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is required by the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. In the absence of a quorum, those present may adjourn the meeting and voting on the matter shall be carried out by mail or electronic mail ballot within sixty (60) days of the adjournment.

## **ARTICLE III**

### **Directors**

Section 3.1                    Number, Election, Qualifications. The property, interests, business, and affairs of the Society shall be managed by the Board of Directors, as more fully set forth in this Article III.

The Board shall consist of twelve (12) directors representing a minimum of six (6) different countries which are active in the field of biomedical research on alcoholism. Each Director shall be considered to represent the country of his or her birth or citizenship. Any member of the Society may be elected as a Director.

Section 3.2                    Term and Election of Directors. The term of office of each Director shall be four (4) years. Each Director shall be eligible for re-election for a maximum of two (2) terms in addition to the initial term. Each Director elected shall hold office until his or her successor shall be elected. Nominations from voting members of the Society for election to the Board of Directors must be sent to the Chairman of the Nominations Committee at least six (6) months prior to the next Congress of the Society. The Nominations Committee shall prepare a list of all candidates which shall be distributed to all voting members. A postal and/or electronic mail ballot, the procedure of which shall be determined by the Nominations Committee, will then be held and the results of this communicated to the membership at least one (1) month prior to the Congress of the Society.

In addition to the elected Directors, the Presidents of the affiliated Societies (European Society for Biomedical Research on Alcoholism, Japanese Medical Society of Alcohol Studies, Research Society on Alcoholism, and any other regional Society which may become affiliated with the Society) or their designated representatives shall be ex-officio members (non-voting) of the Board of Directors, except when such Presidents or their designated representatives are already elected members of the Board of Directors. The Immediate Past President of the Society shall be an ex-officio member (voting) of the Board of Directors for four years following his or her term as President.

Section 3.3                    Duties. The Board of Directors shall manage the property, business, and affairs of the Society, review the reports of the Secretary and Treasurer, fix or delegate authority (by resolution) to fix the compensation of employees of the Society, authorize expenditures on behalf of the Society, make expenditures for the purpose of furthering the objectives of the Society and otherwise manage the assets of the Society. The Board may direct any officer or officers of the Society to conduct the ordinary business and affairs of the Society. The Board may, from time to time, employ such persons as the Board may deem necessary for the carrying on of the business and affairs of the Society, or delegate (by resolution) to the officers of the Society the duty to employ and pay the salaries of such persons.

The Board of Directors shall take such steps as they deem necessary to enable the Society to receive donations and benefits for the purpose of furthering the objectives of the Society, and the Board of Directors may seek associations with other organizations in order to further the objectives of the Society.

The Board of Directors shall, from time to time, enact such rules and regulations not inconsistent with these Bylaws as it shall deem expedient for the internal management of the Society, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Society when they shall be confirmed. In the event such rules and regulations are not confirmed at the annual meeting, they shall be deemed to be in default and of no force and effect, and the rules and regulations confirmed at the prior annual meeting shall remain in effect.

Section 3.4                    Committees of the Board. By resolution adopted by a majority of the Board of Directors, the directors may designate two (2) or more directors to constitute a committee of the Board, any of which shall have such authority in the management of the Society as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act. Non-directors may serve, if appointed, on any such Committee, provided that at least two (2) or more directors are also appointed to such Committee.

Section 3.5                    Standing Committees of the Board. Standing committees of the Board of Directors shall comprise at least two (2) members of the Board of Directors and are as follows:

(a)                    Membership Committee, which shall include the Secretary and at least one other director, together with such other Regular members as shall be designated by the President, with the advice of the Board, shall be responsible to evaluate and approve the applications for Regular Membership of the Society and make recommendations to the Board of Directors with respect thereto.

(b)                    Nominations Committee, which shall include the Immediate Past President and at least one other director, together with such other Regular members as shall be designated by the President, with the advice of the Board, shall be responsible for the solicitation and receipt of nominations from voting members of the Society and the administration of the election of the Board of Directors. The Immediate Past President of the Society shall be the Chairman of the Nominations Committee.

Section 3.6                    Local Organizing Committee. Planning each Congress of the Society shall be the responsibility of a Local Organizing Committee appointed by the President with the advice of the Board. In addition, a Scientific Program Committee, composed jointly of members appointed by the President of the Society and by the co-host regional affiliated Society, shall have the responsibility for review and approval of the scientific program of the Congress. Together with the Treasurer, the Local Organizing Committee shall arrange for the financial support of the meetings. The term of office of a member of the Local Organizing Committee or the Scientific Program Committee shall be two (2) years, but members may be appointed for further terms of office.

Section 3.7                    Advisory Committees. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate from among the members and/or directors of the Society such advisory committees as it deems appropriate. Any such advisory Committee shall not have the authority of the Board of Directors.

Section 3.8            Committee Procedures. Each standing committee shall have the number and composition of directors as determined by resolution of the Board or these Bylaws and shall be appointed by resolution of the Board upon recommendation of the President. Any committee member may be removed by a majority vote of the whole Board of Directors whenever in the Board's judgment the best interests of the Society will be served thereby. A vacancy on any committee shall be filled by the Board of Directors upon recommendation of the President. The President will designate the Chair of each committee except the Nominations Committee, which shall be chaired by the Immediate Past President of the Society. A majority of any committee shall constitute a quorum for the transaction of business and the act of the majority of committee members present at a meeting at which a quorum is present, shall be the act of the committee. Loss of a quorum shall preclude a committee from taking formal action on any matter before it. The policies and procedures governing the conduct of business by each committee shall be subject to approval of the Board. A member of the Board of Directors may attend any meeting of a committee of the Society.

Section 3.9            Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held prior to the annual business meeting of the members of the Society. In years in which new Board members are elected, a meeting of the new Board of Directors shall be held promptly following the annual business meeting of the members of the Society. The Board of Directors shall hold regular meetings at such time or times as they may from time to time determine.

Section 3.10           Special Meetings. Special meetings of the Board of Directors may be called by the President on thirty (30) days written notice to each director, either personally, by mail, by telegram or other telecommunications device, and a special meeting shall be called by the President or Secretary in like manner and on like notice on the written request of any two (2) directors. The purpose of a special meeting of the Board of Directors shall be stated in the notice thereof.

Section 3.11           Place of Meetings. The Board of Directors or any committee designated by the Board may hold its meetings at such place or places as the Board may from time to time determine or at such place as shall be specified or fixed in the respective notices or waivers of notice of such meetings.

Section 3.12           Meetings by Conference Telephone or Similar Communications Equipment. Directors of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone, electronic mail or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other. Such participation shall be deemed to constitute presence in person at a meeting.

Section 3.13           Action by Directors Without a Meeting. Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of the directors or committee of the directors or any action which may be taken at a meeting of the directors or committee of the

directors may be taken without a meeting if a consent in writing, setting forth the proposed action, is signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 3.14            Quorum and Manner of Acting. A majority of the number of directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless a greater number is required by the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. Loss of a quorum shall preclude the Board of Directors from taking action on any matter before it.

A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting upon the commencement thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.15            Compensation of Directors. Directors shall not receive any stated remuneration for their services, but may be reimbursed for their expenses, if any, of attendance at each meeting of the Board of Directors, as the Board of Directors may, by resolution, determine. Such reimbursement may be paid to the Directors as the voting members of the Society shall, by resolution, approve.

Section 3.16            Vacancies. Any vacancy occurring in the Board of Directors may be filled by resolution of the Board of Directors, even though the remaining members may no longer constitute a quorum of the Board of Directors, with a person in good standing on the books of the Society as a voting member. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the vote of the voting members of the Society pursuant to the guidelines of the Nominations Committee. Any vacancy shall be filled in accordance with the criteria and standards stated in Article III, Section 3.1 of these Bylaws.

Section 3.17            Removal of Directors. Directors may be removed at a meeting called expressly for that purpose in the manner provided in this section. Any member of the Board of Directors elected by the membership of the Society may be removed, with cause, by a vote of a three-quarters of the members of the Society present in person or by proxy then entitled to vote at an election of directors, after an appropriate hearing at which the director shall have an opportunity to be heard. In case any vacancy so created is not filled by the members at such meeting, such vacancy may be filled by the directors as provided hereinabove. Any member of the Board of Directors appointed by the Board of Directors may be removed, with cause, by two-thirds (2/3) vote of the

Board of Directors at a meeting specially called for that purpose or at any regular or annual meeting of the Board with twenty (20) days prior notice.

Section 3.18            Resignation. Any director may resign at any time by giving written notice to the President or the Secretary of the Society. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE IV**

### **Officers**

Section 4.1            Officers and Qualifications. The officers of the International Society for Biomedical Research on Alcoholism (the "Society") shall be a President, two (2) Vice-Presidents, a Secretary and a Treasurer. The officers of the Society shall be natural persons who are voting members of the Society.

Section 4.2            Election and Term. The officers of the Society shall be elected by the Board of Directors by a majority vote. The officers of the corporation shall hold office for two consecutive two (2) year terms, with the option for removal after the first term by a vote of a majority of the Board of Directors at a meeting of the Board called for that purpose, whenever in the Board's judgment the best interests of the Society will be served thereby, after an appropriate hearing at which the officer shall have the opportunity to be heard. Officers shall remain in office until their successors are elected or appointed in their stead, or until such officer's death, resignation, or removal in the manner hereinafter provided. The Vice-President receiving the most votes for such office shall be designated as the Senior Vice-President, and the Vice-President receiving the second greatest number of votes for such position will be designated as the Junior Vice-President. The President and the two (2) Vice-Presidents shall represent a minimum of two (2) countries which are active in the field of biomedical research on alcoholism. No individual shall serve simultaneously as the President of the Society and as the President or President-elect of an affiliated Regional Society as specified in Article III, Section 3.2. The decision of the Board of Directors as to the members who shall be its officers will be put forward by the Board of Directors for the approval of the membership of the Society within 6 months following the election by the Board. Such approval shall be by the majority of the voting members of the Society.

Section 4.3            The President. The President shall be the Chief Executive Officer of the Society. The President shall preside at all meetings of the members of the Society and of the Board of Directors. The President shall be responsible for the operational management, control and supervision of the business and affairs of the Society. The President shall perform such duties as are given to him by these Bylaws or assigned by the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors and the Society are carried into effect, and he or she and the Secretary, or other officers appointed by the Board of Directors for such purpose, shall sign all Bylaws and other documents of the Society requiring the signatures of the officers of the Society.

Section 4.4            The Vice-Presidents. The Senior Vice-President shall assume the duties of the President if the incumbent President resigns, is removed from office, or dies and will perform such duties until a new president is elected and assumes office. The Senior Vice-President is considered to be the President Elect, who will assume the Presidency when the current President's term expires. The Vice-Presidents shall assist the President of the Society and in the event of his or her illness or unavoidable absence, the Senior Vice-President shall preside in his or her place at meetings of the Society and of the Board of Directors. If the Senior Vice-President is unavailable to assume the duties of the President such duties will be assumed by the Junior Vice-President.

Section 4.5            The Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and the members of the Society and shall attend all such meetings and keep a record of their proceedings. The Secretary shall be the custodian of the seal of the Society and shall have power to affix the seal of the Society on all documents, the execution of which on behalf of the Society is authorized by these Bylaws or by the action of the Board of Directors, and in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

Section 4.6            The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Society; (b) receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; (d) render to the President and the Board of Directors two weeks prior to regular meetings of the Board of Directors, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial position of the Society; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.7            Removal. The officers specifically designated in Section 4.1 of this Article IV may be removed by the vote of a majority of the Board of Directors at a meeting of the Board called for that purpose, whenever in the Board's judgment the best interests of the Society will be served thereby, after an appropriate hearing at which the officer shall have the opportunity to be heard.

Section 4.8            Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the Society. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.9            Vacancies. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term of office by the Board of Directors.

**ARTICLE V**  
**Dissolution**

The Society may dissolve and wind up its affairs in the manner provided by the Colorado Nonprofit Corporation Act, but upon such dissolution, the assets of the Society shall be applied and distributed as follows:

(a) All liabilities and obligations of the Society shall be paid and discharged, or adequate provisions shall be made therefor.

(b) Assets held by the Society on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

(c) Assets received and held by the Society, subject to limitations permitting their use only for charitable, educational, scientific or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one (1) or more Section 501(c)(3) tax-exempt domestic or foreign corporations, societies, or organizations engaged in tax-exempt activities similar to those of this Society, pursuant to a plan of distribution adopted as provided in Section 7-26-104 of the Colorado Nonprofit Corporation Act.

(d) Any remaining assets shall be distributed to Section 501(c)(3) organizations, as may be specified in a plan of distribution that complies with Section 7-26-104 of the Colorado Nonprofit Corporation Act.

No distribution shall be made that contravenes the Society's Articles of Incorporation or would jeopardize or cause a loss of the Society's Section 501(c)(3) tax exempt status.

**ARTICLE VI**  
**Indemnification**

The Society shall indemnify and advance expenses to a director or officer of the Society in connection with any legal proceeding related to the affairs of the Society to the fullest extent permitted by and in accordance with the Indemnification Sections of the Colorado Nonprofit Corporation Act.

**ARTICLE VII**  
**Amendments**

Any and all provisions of the Bylaws may be altered, amended, repealed by the affirmative vote of a majority of the directors of the Board of Directors at any annual, regular or special meeting of the Board of Directors called for that purpose and sanctioned by an affirmative vote of at least three-fourths (3/4) of the members voting at the annual meeting next following the Board of Directors' meeting or voting by postal ballot or electronic mail. Any proposed amendment shall be proposed in writing, signed by ten or more members of the Society and must be received by the President of the Society not less than three months before an annual meeting of the Society. The proposed amendments shall be circulated in writing to all members of the Society no less than twenty (20) days prior to the annual meeting and such proposals shall be voted upon by the members at the annual meeting.

**ARTICLE VIII**  
**Miscellaneous Provisions**

Section 8.1            Colorado Nonprofit Corporation Act.    The provisions of the Colorado Nonprofit Corporation Act shall apply to this Society.

Section 8.2            Corporate Seal.    The seal of the Society shall consist of two (2) concentric circles, between which shall be the name of the Society and the word "Colorado" and in the center of shall be inscribed the word "Seal," which seal, as impressed on the margin hereof, is hereby adopted as the seal of the Society.

Section 8.3            Reimbursement by Officers of Expenses.    Any payments made to an officer of the Society such as salary, commission, bonus, interest, or rent, or entertainment, or travel expense incurred by such officer, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service or other properly constituted taxing authority, shall be reimbursed by such officer to the Society to the full extent of such disallowance.

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