

# BYLAWS

## *BYLAWS OF INTERNATIONAL SOCIETY FOR BIOSAFETY RESEARCH, INC.*

*Adopted as of June 22, 2009*

### ARTICLE I. THE CORPORATION AND ITS PURPOSES

#### Section 1. The Corporation.

The International Society for Biosafety Research, Inc. (the "Corporation" or "ISBR") is a non-profit Delaware corporation having a registered office in the State of Delaware c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

#### Section 2. Purposes.

The purpose of the Corporation is to engage in all lawful business for which corporations may be incorporated under laws of the State of Delaware; provided, however, that such purposes and business shall at all times be limited exclusively to those religious, charitable, scientific and educational purposes that are "exempt purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Without limiting the generality of the foregoing, the Corporation is formed to promote scientifically sound biosafety research by improving communication among scientists who study plants, animals, and microbes with new characteristics due to altered DNA and produced using modern biotechnology. These organisms often are known as "genetically modified organisms" ("GMOs") and/or "living modified organisms" ("LMOs"). By fostering communication and technical exchange among experts, the Corporation supports the science used in biosafety assessment processes and promotes constructive dialogue on important science-based biosafety issues associated with GMOs. To that end, without limitation, the Corporation may engage in the following activities:

1. Organizing and sponsoring international symposia, seminars and conferences on biosafety issues with GMOs. At least one international symposium open to any individual interested in the biosafety of GMOs shall be organized every two years.
2. Sponsoring of scientific publications that include original work describing advances in the field of biosafety research. This may include publication of a scientific journal, publication of proceedings of symposia and meetings, as well as translations of existing work in the area.
3. Supporting a multidisciplinary approach to ensuring the safety of GMO products through scientifically sound risk assessment that supports regulatory decision-making.

## ARTICLE II – MEMBERS

### Section 1. Membership.

All individuals or corporations or other entities interested in the advancement and promulgation of knowledge relevant to biosafety of GMOs may submit applications to join ISBR. The terms of membership shall be as determined by the Membership Committee, as set forth more fully in Article VII, Section 6 herein. Without limitation of the foregoing, the Membership Committee shall have the power to establish all conditions of membership, the number of members, and the classes of membership.

### Section 2. Privileges of Members.

Members shall have the power to elect the President, Secretary and Treasurer of the Corporation, which individuals shall also serve as Directors of ISBR, as set forth more fully in Article IV, Section 1. In addition, members shall also have the right to receive discounted registration fees for symposia and for publications, and such other privileges as established by the Membership Committee.

### Section 3. Removal.

Members may be removed as Members hereunder upon the affirmative vote of a majority of the Board (as further detailed in Article IV). Notwithstanding the foregoing, Members shall automatically be removed as members hereof, without action by the Board, if for failure to pay membership dues, provided that three (3) months have elapsed since such Members have been provided written notice of such failure.

## ARTICLE III – MEETINGS OF MEMBERS

### Section 1. Annual Meeting.

An annual meeting of the Members, for the election of President, Secretary and Treasurer to succeed those whose terms expire or for the consideration of other matters as may properly come before the meeting, shall be held at such place, on such date, and at such time as shall have been established by the Board. Such meeting may be held telephonically, via teleconference, or such by other means as established by the Board.

### Section 2. Special Meetings.

Special meetings of the Members of the Corporation may be held at the call of the Board or the President for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting. The time, place and manner of such meeting shall be as set forth in Section 1 hereof.

### Section 3. Notice.

A notice of any annual or special meeting, setting forth the time, date and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by telegram, by e-mail or by fax, not less than ten (10) days in advance of the meeting to each Member at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

#### Section 4. Quorum.

At any meeting of the Members, a quorum for the transaction of business shall consist of the lesser of (a) one-third of all of the Members of the Corporation, or (b) fifty (50) Members, except to the extent that a greater number of Members may otherwise be required by law. An act of the majority of Members present and voting shall be the act of the Members, except as may otherwise be required by these bylaws or by law.

#### Section 5. Waiver or Consent.

The transaction of business at any meeting of the Members of the Corporation, however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Members not present signs a written waiver of notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or made a part of the minutes of the meeting.

#### Section 6. Action Without Formal Meeting.

Any action required or permitted to be taken at any meeting of the Members may be taken without a formal meeting, without prior notice and without a vote, if a written consent setting forth the actions so taken shall be signed by not less than the minimum number of Members whose vote would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Such written consent may be delivered to the Corporation's registered agent, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

### ARTICLE IV - BOARD OF DIRECTORS

#### Section 1. Powers, Number and Composition.

Subject to limitations imposed by law, the certificate of incorporation of this Corporation or these bylaws, all corporate powers shall be exercised by or under the authority of the board of Directors (the "Board"). The Board has the power to manage the property and business of the Corporation.

The number of Directors of the Corporation (individually, a "Director"; collectively, the "Directors" or the "Board") shall be no more than fifteen (15). However, the number of Directors may be increased or decreased from time to time by resolution of the Board. Members shall have the power to elect the President, Secretary and Treasurer of the Corporation, which individuals shall also serve as Directors. Up to ten (10) additional Directors shall be elected by the Board; in so doing, the Board may, but shall not be required to, elect chairpersons of the Committees set forth in Article VII herein. Wide geographic representation on the Board shall be encouraged. In addition to the foregoing, the President-Elect and the immediate past President shall be *ex officio* members of the

Board of Directors from the date his or her respective predecessor and successor is seated as President until the next biennial symposium.

#### Section 2. Initial Directors.

At any time after the filing of the Certificate of Incorporation of the Corporation, the Incorporator may appoint up to fifteen (15) Initial Directors to serve as Directors until the first election of Directors by the Members. The powers of the Incorporator shall cease upon filing the written consent appointing the Initial Directors.

#### Section 3. Term.

Directors shall serve from the date they are elected and seated until the second biennial symposium following such election. Notwithstanding the foregoing, the Board may, at its discretion, elect to stagger the terms of the Directors.

#### Section 4. Eligibility.

The Directors shall, for the purpose of any statutory provision or rule of law relating to non-profit Corporations, be Members of the Corporation and shall have and exercise all the rights, privileges, powers and immunities of Members thereof.

#### Section 5. Liability.

No Director shall be personally liable for the debts, liabilities or obligations of the Corporation.

#### Section 6. Fiduciary Duties.

A Director shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances. Absent a breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Director or any failure to take any action as a Director shall be presumed to be in the best interests of the Corporation.

#### Section 7. Resignation.

Any Director may resign at any time by giving thirty (30) days' written notice to the Board of Directors.

#### Section 8. Removal.

Board of Directors shall have the power, by a two-thirds vote, to remove an Director for conduct prejudicial to the interest of the Corporation, provided that any such Director shall have received at least thirty (30) days' written notice of the time of the vote concerning such Director's possible removal, together with a copy of the charges against such Director, so

that such Director may have an opportunity to provide a written rebuttal to such charges to the Board.

#### Section 9. Vacancies.

If the office of any Director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the Directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until his or her successor is elected and qualified.

### ARTICLE V - MEETINGS OF THE BOARD

#### Section 1. Regular Meetings.

Regular meetings of the Board shall be held at such place or places, on such date or dates and at such time or times as shall have been established by the Board and publicized among all Directors. A notice of each regular meeting shall not be required.

#### Section 2. Special Meetings.

Special meetings of the Board for any purpose or purposes may be held on the call of the President or any two or more Directors. Notice of each special meeting, setting forth the time, date, and a place of the meeting and the general nature of the business to be transacted thereat, shall be given by the Secretary in person, by mail, by telephone, by telegram, by e-mail or by fax, not less than five (5) days in advance of the meeting to each Director at the address last shown on the records of the Corporation. Business transacted at a special meeting shall be limited to the matter stated in the notice of the meeting.

#### Section 3. Annual Meetings.

Annual meetings of the Board shall be held at such time as shall have been established by the Board. Any and all business may be transacted at the annual meeting.

#### Section 4. Waiver or Consent.

The transaction of business at any meeting of the Board, however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or consent to the holding of the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be expressed in writing and filed with the corporate records or made a part of the minutes of the meeting.

#### Section 5. Quorum.

A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then serving. An act of the majority of Directors present and voting at a duly called meeting shall be the act of the Board except as may be provided elsewhere by these bylaws.

## Section 6. Participation in Meetings by Conference Telephone.

Notwithstanding any provisions of these bylaws to the contrary, members of the Board or of any committee thereof may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meetings.

## Section 7. Action Without Formal Meeting.

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a formal meeting by a written consent setting forth the actions so taken and signed by all members of the Board or of a committee, as the case may be. The consent must be filed with the minutes of the proceedings of the Board or the committee.

# ARTICLE VI – OFFICERS

## Section 1. Election and Term.

The Members shall elect the President, Secretary and Treasurer. The Directors shall elect such other Officers from among their ranks as may be determined from time to time. The terms of Officers shall coincide with the terms of such Officers' directorships.

## Section 2. President-Elect; President.

The President shall serve as Chief Executive Officer of the Corporation and Chair of the Board of Directors.

Upon election, the individual will serve as President-Elect starting at the next biennial symposium. The President-Elect shall be an active member of the Board; shall serve as President in case of the death, absence, or inability of the President to serve, which service shall not affect succession to the office of President two years following election as President-Elect; and shall perform such other duties as may be prescribed by the Board. In the absence of the President, the President-Elect shall serve as chair.

At the subsequent biennial symposium, the individual will then be seated as President. The President shall:

- Preside at all meetings of the ISBR and of the Board;
- Appoint all committees not otherwise provided for in the bylaws;
- Fill all vacancies in appointive positions;
- Provide general direction of the affairs of the ISBR; and
- Perform such other duties as may be prescribed by the Board.

## Section 3. Secretary.

The Secretary shall:

- Be responsible for keeping the minutes of meetings of the Society and Board meetings;

- Attend to the giving and serving of all notices of the Corporation;
- Assist the Election Committee with the election of officers, and
- Perform such other duties as may be prescribed by the Board.

#### Section 4. Treasurer.

The Treasurer shall:

- Be responsible for the custody of funds and securities of the Corporation;
- Report to the President and the Board as to the financial condition of the Society;  
and
- Shall perform such other duties as may be prescribed by the Board.

### ARTICLE VII – COMMITTEES

#### Section 1. List of Committees; Appointment by Board.

The Board may establish committees to assist with its duties. Committees shall be comprised of such members and granted such duties as determined by the Board. Such committees shall include, without limitation, the Advisory Committee; the Symposium Committee; the Publications Committee; the Membership Committee; and the Finance Committee. Notwithstanding the foregoing, the Board shall have the authority to reduce, enlarge or abolish any committee. Unless otherwise specified herein, all committee members shall serve at the pleasure of the Board.

All committee members shall be appointed by the President and confirmed by a two thirds vote by the Board for each suggested member.

#### Section 2. Advisory Committee.

The Advisory Committee shall consist of no more than fifteen (15) ISBR Members with a broad geographic representation and approximately equal distribution among the three constituencies : 1) key regulatory agencies and other governmental offices, 2) respected scientists/individuals representing stakeholders involved in the development of products using the techniques of biotechnology, who come from the biotechnology industry or academia, and elsewhere and 3) respected scientists/individuals representing stakeholders involved in environmental biosafety assessments of GMOs, who could come from nongovernmental organizations or academia, and who consider environmental biosafety issues from a scientific perspective. Advisory Committee members shall be chosen based on their demonstrated expertise and their ability to engage in reasoned, non-confrontational evaluations of the environmental safety of GMOs.

The Board shall present the Advisory Committee with its action plan developed to serve the goals of the Corporation and shall solicit advice on the types of activities that would be most useful to various stakeholders. The Board can consult the Advisory Committee on strategic options for the Corporation. Every two years, an Advisory Committee will report on its activities at the general meeting.

### Section 3. Symposium Committee.

The Symposium Committee shall be responsible for symposia, seminars, and conferences on biosafety sponsored by the ISBR, and shall be responsible for organizational, programmatic and logistical functions for symposia, seminars and conferences. Symposia are central to the Corporation's mission.

### Section 4. Publications Committee.

The Publications Committee shall be responsible for directing the production and management of Environmental Biosafety Research (EBR) Journal, an official publication of the Corporation. Both the members of the Publications Committee and the Editor-in-Chief of EBR shall be appointed by the Board. The Publications Committee shall review annually the arrangements made with publishers of ISBR-associated publications and evaluate the quality of ISBR publications.

### Section 5. Membership Committee.

The Membership Committee shall be responsible for determining and publicizing the criteria for membership in ISBR. Such responsibilities shall include, without limitation: (a) collecting the annual fees and dues to be paid to ISBR; (b) promulgating a list of criteria for membership; (c) if determined to be in the best interests of the Corporation, creating classes of membership (e.g., Regular Members and Sustaining Members); and (d) maintaining an up-to-date membership list; and (e) notifying Members if they have failed to pay dues or have otherwise failed to meet the criteria for membership.

The Membership shall also be responsible for organizing elections. In case any member of the Membership Committee being candidate for one of the positions, this person will immediately resign from the Membership Committee. The President may decide at his/her discretion to appoint a replacement in the Membership Committee.

Every two years, the Membership Committee shall identify the positions that near the end of term and shall propose the time schedule for elections to the Board. Upon approval of the time-schedule, the Membership Committee shall launch a call for nomination of candidates with the Members. Nominated candidates will be contacted to confirm their acceptance of the nomination. The agreement of the candidates to stand shall be forwarded to the Board. Nominations shall be approved by a two-thirds vote of the Board. Should the nominations not receive the required support of the Board, the Membership Committee shall repeat the exercise until such time as approval is obtained. Candidates who submit a petition bearing the signatures of at least 10% of the ISBR membership four months before the general meeting will also be included on the ballot.

Elections shall be organized by the Secretary at least three months prior to a general meeting. Ballots will be sent to Members via e-mail, along with biographical information about each of the candidates. The e-mail will specify a date, by which all votes must be received, and the Secretary shall inform members of the results of the ballot no less than two months before the general meeting, which then should be attended by newly elected officers.



## Section 6. Finance Committee.

The Finance Committee shall maintain the budget and finances of the Corporation, and shall recommend annual membership dues and a budget for each two-year period to the Board. In addition, the Financing Committee will investigate opportunities for long term financing and planning. The Finance Committee will be chaired by the Treasurer. A two-thirds vote of the Board shall be required for approval of the membership dues and budget. The audited accounts of the ISBR for the two years preceding each biennial symposium will be presented to the membership at a general meeting at each biennial symposium.

## ARTICLE VIII – PROFITS

### Section 1. Profits.

The Corporation does not contemplate any gain or profits and at all times shall be considered a non-profit, no-stock corporation. No money or assets of the Corporation shall be distributed to Directors of the Corporation, except as compensation for documented goods or services, nor shall the Corporation make loans of any kind of corporate assets.

### Section 2. Use of Corporation Funds.

The Corporation may use its funds for:

- Costs of attending the symposia for speakers, session chairs and members of the symposium and Boards.
- Grants for deserving scientists and students to attend symposia and meetings organized by the ISBR.
- Salaries for staff as necessary for the functioning of the ISBR and its activities.
- Such other purposes as decided by the Board and ratified by the General Meeting.

## ARTICLE IX– AMENDMENT OF BYLAWS

These by-laws may be amended, altered, changed, added to or repealed by the two-thirds affirmative vote of the Members of the Corporation. Voting may occur at any general or special meeting or by e-mail ballot of the Members.

## ARTICLE X – MISCELLANEOUS

### Section 1. Fiscal Year.

The fiscal year of the Corporation shall be as fixed by the Board.

### Section 2. Corporate Seal.

The Board may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary.

### Section 3. Reliance upon Books, Reports and Records.

Each Director, each member of any committee designated by the Board, and each officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant, or by an appraiser selected with reasonable care.

### Section 4. Time Periods.

In applying any provision of these bylaws which requires that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

### Section 5. Execution of Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 6. Conflicts of Interests.

A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial interests which impair or might reasonably appear to impair such Director's independent unbiased judgment in the discharge of his responsibilities to the Corporation, or (b) such Director is aware that a member of his family (which, for purposes of this paragraph, shall be a spouse or child) or any organization in which such Director (or a member of his family) is an officer, Director, employee, member, partner, Director or controlling stockholder has such existing or potential financial or other interest. All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time. No Director shall vote on any matter, under consideration of the Board or a committee, in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having the conflict of interest abstained from voting. Any Director who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists and the Board or committee shall resolve the question by a majority vote.

## ARTICLE XI - DISCRIMINATION PROHIBITED

### Section 1. Non-Discrimination Policy.

The Corporation shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex or age.

### Section 2. Terminology.

In interpreting these bylaws, all masculine pronouns shall be deemed to refer equally to the feminine gender.

## ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

### Section 1. Availability of Indemnification.

The Corporation shall indemnify any Director, officer, other employee or agent who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative including an action by or in the right of the Corporation by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or the failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

### Section 2. Extent of Indemnification.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of shareholders or disinterested Directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of and advancement of expenses to Directors, officers, employees and other agents of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of Directors, officers, employees and other agents of the Corporation effective immediately upon any modification of the GCL which expands or enlarges the power or obligation of Corporations organized under the GCL to indemnify or advance expenses to Directors, officers, employees and other agents of the Corporation.

### Section 3. Promise to Repay Corporation.

The Corporation may pay expenses incurred by an officer, Director or other employee or agent in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation and upon posting of collateral sufficient to fully secure the expenses advanced to such person, together with interest.

### Section 4. Duration of Right to Indemnification.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

#### Section 5. Indemnification Fund.

The Corporation shall have the authority to create a fund of any nature, which may but need not be under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations whether arising under these bylaws or otherwise. The authority granted by this Section 5 shall be exercised by the Board of the Corporation.

#### Section 6. Contract for Indemnification.

A contract shall be deemed to exist between the Corporation and each Director and officer of the Corporation with respect to indemnification and advancement of expenses as provided by this Article and as otherwise provided by applicable law.

#### Section 7. In General.

The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of this Article but whom the Corporation has the power or obligation to indemnify or to advance expenses for under the provisions of the GCL or otherwise.

### ARTICLE XIII – DISSOLUTION

In the event of the dissolution and final liquidation of the Corporation, none of the property of the Corporation nor any of the proceeds thereof shall be distributed to or divided among any of the Directors of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged or adequate provision has been made therefore, all remaining property and assets of the Corporation shall be distributed in accordance with 15 Del. C. § 8022, as the same may be amended from time to time.