

CONSTITUTION AND BYLAWS OF THE SOCIETY FOR MOLECULAR
RECOGNITION, INCORPORATED

[Accepted September 2, 1985

as amended March 31, 1986

and further commended January 4, 1988]

and further amended February 7, 1990

ARTICLE I. Name

The name of this organization is the
SOCIETY FOR MOLECULAR
RECOGNITION, INCORPORATED.

ARTICLE II. PURPOSE

The purpose of this Society is to support both regional and international meetings for scientific exchange regarding the principals of molecular recognition, the procedures utilized to investigate molecular recognition, the results obtained utilizing such procedures, and the application of new concepts and methods in this area, including bioaffinity methods in medicine, diagnostics, biology, and biotechnology.

ARTICLE III. Amendments

Amendments to the Constitution may be proposed at any meeting of the Society or by mail, provided that each proposal is endorsed by at least 10% of the membership. Voting on such proposals shall be done by mail ballot and conducted by the Council. Each active member should receive with the ballot a statement drafted by the Council summarizing the arguments for and against each proposal. An affirmative vote of two-thirds of the members voting will be required for adoption of each amendment.

ARTICLE III. Society Councils (continued)

The Society General Council shall advise the Executive Council and determine policy under which the Executive Council shall manage the affairs of the Society. The Society General Council members shall also be responsible for promoting the Society in their respective nations and/or areas where the Society is active. National or Regional Societies, associated with the Society, shall be encouraged. The Society General Council will consist of at least eleven members of the Society. Included in this number will be the president, vice-president, treasurer, immediate past-president of the Society, the chairperson or co-chairperson of the most recent previous international symposium and the chairperson or co-chairperson of the next scheduled international symposium. The president of each National or Regional Society, recognized by a vote of the society upon recommendation by the General Council as associated, shall also be included. In addition, six (6) delegates of the Society-at-large shall be elected to the Society General Council for a term of six years, one third being replaced biennially by election. No more than two delegates at large may be from the same country. The slate of candidates for delegate-at-large will be formulated by the membership at the biennial meeting. Voting will be done by mail ballot at the same time and in the same

BYLAWS

ARTICLE I. Membership will be available to all investigators interested in molecular recognition and biorecognition technology. Individual members will have the option of either biennial membership or a lifetime membership. Annual corporate and corporate lifetime memberships are also to be available. The costs of individual and corporate memberships will be decided by the Council. A specified portion of the registration fee will be set aside from any one of the Society's international symposia to constitute individual membership fee. Active individual members are members who will have paid their membership fees by either mechanism. Active members will have a vote in all elections of the Society, be eligible for election to the Council and Council offices, be eligible for group rates and for financial assistance for activities entered into or sponsored by the Society, be able to submit nominations for the Society awards, be listed in the members directors and receive mailings of timely announcements. In addition to regular memberships, both honorary and student memberships shall be accepted. Honorary members will be nominated by members of the Council and elected by the membership of the Society. The requirements for student memberships will be decided by the Council.

ARTICLE II. Meetings

The Society will conduct business meetings coincident with the Society's Symposia. Special business meetings may be called by the President of the Council. All local and regional meetings to be associated with the Society shall have prior written approval of

fashion as the members of the Executive Council.

Each Society General Council member shall have one vote in all elections, and voting actions of the Society General Council members failing to maintain active membership in the Society will be replaced by action of the Executive Council until the next election.

ARTICLE IV. Standing Committees

A Planning Committee (or Committees) consisting of 7 members (four regular members, Chairman-designate, Chairman, and Past Chairman) will be responsible for choosing the next Chairman-designate and organizing the international symposia chosen to be associated with the Society. The two (2) regular members will be elected every two (2) years by the Society membership as outlined in Section III for election to the Society Council. The Chairman-designate will succeed the Chairman every two (2) years. The outgoing Chairman will become Past Chairman for a period of not more than two (2) years. The Chairman of the Planning Committee will appoint a Scientific Advisory Committee to establish the scientific content of the Symposia. Planning Committees for additional Society Symposia will be constructed in a parallel manner. The Planning Committee shall/will be responsible for establishing a Symposia Advisory Committee to solicit, manage and distribute financial resources for the activities of the Society Symposia. The Planning Committee will be responsible for solicitation of nominations for the awards of the Society and for selection of the awardees commensurate with the constraints imposed by the awards sponsors.

the Council. Approval requires a two-thirds majority vote of the Council and existing Planning Committees. These meetings will be announced by the Society. The organizers of a regional meeting are expected to mail a copy of their program to the Council President for general distribution to the Society membership. All meetings and symposia approved by the Council for association with the Society shall include a charge in their registration fee, equivalent in value to the current individual Society membership fee, earmarked specifically for the Society's general treasure. If an international symposium ends up at a financial loss, the chairman or organizer of the symposium may apply to the Society Council for financial support. All unused funds from an international symposium officially associated with the Society are to be transferred to the Society treasure.

ARTICLE III. Society Councils

The Society Executive Council will consist of three (3) active members of the Society (President, Vice-President and Treasurer). The Council will be responsible for management of all Society activities, will act to coordinate the functions of the Planning Committee(s), and will act to uphold the Constitution and Bylaws of the Society. The Vice President and Treasurer are to be elected to the Council for one (1) three (3) year term. The President will preside over meetings of the Council and of the membership, will be an ex-officio member of all committees of the Society and its Council and will be the official spokesperson for the Society. The Vice President will succeed the President. The Vice President will replace the President if for any reason the President is unable to fulfill the responsibilities of that office for any period exceeding 6 months.

ARTICLE V. Secretariat

The Council of the Society may (as needed) identify and employ a Secretariat to serve as executor of the management policy established by the Council. The Secretariat will be considered a long term employee serving to enact the business directed by the President, the Council, and the standing committees. The Secretariat will be empowered to deposit and dispense the financial resources of the Society and will be bonded. The fiscal transactions of the Secretariat will be subject to a biennial independent audit.

ARTICLE VI. Amendments

Procedures for amendment of the Bylaws are identical with those described above for amendment of the Constitution. Notwithstanding any other provisions of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code). Upon dissolution of the corporation the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to a nonprofit foundation, association, trust or corporation which is organized and operated exclusively for scientific or educational purposes and which has established its tax exempt status under Section 501(c) / (3) of the Internal Revenue Code, or corresponding section of

Each Council member will have one vote in all elections and voting actions of the Council. Council members failing to maintain active membership in the Society will be replaced by action of the Council President until the next election. It will be the responsibility of the President to form a Nominating committee and to organize Society elections by mail ballot. A slate of candidates for election to the Council, namely, Society President (President of the Council) and Treasurer, will be announced to the active membership at the appropriate Society meeting. The Nominating Committee will attempt to formulate a slate of candidates which will reflect the international character of the Society. Voting will be by mail ballot within three (3) months. The votes will be collected and tallied by the Secretariat with the President of the Council serving as the teller to authenticate the results. Council Membership will be awarded to those candidates receiving the highest numbers of votes. The newly elected Council members will assume membership on the Council at the beginning of the next business meeting.

any future Federal tax code.

8. The address of the initial registered office of the corporation in the State of Maryland is c/o FASEB, 9650 Rockville Pike, Bethesda, Maryland 20814; and the name of its initial registered agent at such address is Austin Henry.

9. The number or councilors constituting the initial board of directors shall be three (3) and the names and addresses of the persons who are to serve as the initial Society Council are:

1. William Scouten (President)
2. Meir Wilchek (Vice-President)
3. Dan O'Shannessy (Treasurer)