

ATTACHMENT B

**BYLAWS OF THE  
WORLD MOLECULAR IMAGING SOCIETY**

**TABLE OF CONTENTS ..... 1**

**ARTICLE I: NAME AND PURPOSE ..... 2**

**ARTICLE II: MEMBERS..... 2**

**ARTICLE III: MEETINGS..... 4**

**ARTICLE IV: ELECTION OF THE BOARD OF TRUSTEES AND OFFICERS ..... 5**

**ARTICLE V: BOARD OF TRUSTEES ..... 6**

**ARTICLE VI: OFFICERS ..... 7**

**ARTICLE VII: WMIS OFFICES, EXECUTIVE TRUSTEE AND EDITORS ..... 8**

**ARTICLE VIII: COMMITTEES ..... 9**

**ARTICLE IX: MISCELLANEOUS PROVISIONS..... 11**

**ARTICLE X: AMENDMENTS..... 13**

**ARTICLE XI: LIABILITY OF TRUSTEES..... 13**

**ARTICLE XII: INDEMNIFICATION AND INSURANCE ..... 14**

**BYLAWS OF THE  
WORLD MOLECULAR IMAGING SOCIETY (WMIS)**

**ARTICLE I:**

**NAME AND PURPOSE**

**1.01 Name and Office:** The name of the organization is World Molecular Imaging Society (“WMIS”), a Nebraska nonprofit corporation. The WMIS office shall be located in a place determined by the Board of Trustees (“The Board”).

**1.02 Purpose:**

The purposes of WMIS are:

- A. To promote international communication, research, development, applications, and the availability of information on molecular imaging and its biology and other related topics;
- B. To facilitate continuing education and communication in the field through publication of journals and other media;
- C. To work with or for, and to co-operate with local, regional and national governments and governmental and private agencies, organizations, companies and institutions in efforts to accomplish one or more of the above purposes.
- D. To provide information and advice on those aspects of public policy which are concerned with molecular imaging and related topics, and otherwise perform charitable, scientific and educational functions with respect to molecular imaging applications in medicine, biology and related topics.
- E. To ensure that scientists, engineers and clinicians working in the field have equal and fair opportunities to contribute to it.

**ARTICLE II:**

**MEMBERS**

**2.01 Categories of Membership:** There shall be two categories of Membership: Full and Student. There shall be four sub-categories of Full Membership: Regular, Associate, Honorary and Emeritus.

**2.02 Full Members:** Full Membership shall be open to all persons who share the stated purposes of WMIS, whose activities at the time of their seeking, and being granted membership involve molecular imaging or its applications within the purposes stated in 1.02 above, through any of publication, education, manufacture or practice and whose admission into Full Membership has been approved by The Board. Full Members shall comprise the Voting Membership, and the Full Members shall have voting rights on all matters which may be properly brought before the Membership for a vote as provided in Article III. Full Members in good standing shall have the right to petition and to hold office. They shall also receive the WMIS Newsletter as well as the major

scientific Journal published by WMIS. Full Members may also be Members of Affiliated or Subsidiary Sections of WMIS. In such circumstances, The Board may, in its discretion, modify such Members' aggregate dues. There shall be four sub-categories of Full Membership:

- (a) Regular - Regular members who pay full dues.
- (b) Associate - Associate Membership is reserved for persons in financially restricted countries, who have limited personal income. Their activities at the time of their seeking membership must involve molecular imaging or its applications within the purposes stated in 1.02 above, through publication, education, manufacture, or practice.
- (c) Honorary - Honorary Membership may be conferred by invitation of The Board upon the recommendation of the Awards Committee of WMIS. It shall be awarded in recognition of major achievements in the field of molecular imaging. All Honorary Members shall also be treated as, and shall have all the rights and privileges (including voting and Membership sponsor rights) of Full Members; however, they shall be exempt from Membership dues.
- (d) Emeritus - Full Members who have paid the specified regular dues for five years and have retired from more than casual employment. The Board may, in its discretion, establish lower dues for Emeritus Members.

**2.03 Student Members:** Student Membership shall be open to all persons who share the stated purposes of WMIS, who are enrolled in a full-time academic program in medicine or the physical or biological sciences in an educational institution. Student membership is also available to persons who are not more than three years past their terminal degree at the time of dues payment. Student Members shall have the right to attend meetings of WMIS, serve on Committees, and receive the major Journal published by WMIS, as well as WMIS's Newsletter, but shall not have any voting rights or be able to sponsor others for Membership in WMIS.

**2.04 Dues:** The Board shall set dues, fees, and assessments and set the terms of payment. Any member who is delinquent in dues, fees, or assessments may be suspended or terminated. In all cases, dues must be paid in full to be eligible to register or pre-register for any WMIS sponsored meeting at the member rate. Annual dues shall be paid in advance of receiving any WMIS journal or newsletter. No dues shall be refunded.

**2.05 Discipline of Members:** A member may be publicly reprimanded, fined, suspended, or have their membership terminated for cause by The Board after the following procedure:

Cause shall include (a) failure to maintain the qualifications for the class of Membership in which the Member is enrolled, or (b) a failure, in serious degree, to observe WMIS's rules of conduct as prescribed by The Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by The Board or its designee. The Board shall determine whether cause exists and the appropriate discipline, in any. The Board is not required to follow the procedure when imposing a lesser discipline such as private reprimand.

**2.06 Member Obligation to Follow WMIS Rules:** These Bylaws constitute a binding legal agreement between WMIS and its members. These Bylaws may be supplemented by amendments and actions of The Board. Each member of WMIS agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of The Board or voting members of WMIS.

**2.07 Member Liability:** No member of WMIS shall be personally liable for any of the debts or obligations of WMIS.

## **ARTICLE III:**

### **MEETINGS**

**3.01 Annual Meeting:** Each Annual Meeting of the Members of WMIS shall include a scientific meeting of the World Molecular Imaging Congress ("WMIC") and an Annual Business Meeting. If the Annual Meeting is not scheduled or The Board decides otherwise, a special meeting may be held instead, and any business transacted at that special meeting shall have the same effect as if transacted or held at the Annual Meeting. The place and time of the Annual Meeting or the special meeting shall be determined by The Board, and announced to the Members.

**3.02 Special Meetings:** Special meetings of the Members may be called when approved by a majority of The Board or when requested by at least five percent of the voting membership. Any meeting of the members of the WMIC may be held in person, by teleconference, by webcast, or by any means of communication by which all members may simultaneously hear each other during the meeting.

A request for a special meeting by the membership must be made according to the Nebraska Nonprofit Corporations Act, 21-1952(a)(2) which states that a special meeting must be called when at least five percent of the voting membership signs, dates, and delivers to any corporate officer a written demand for the meeting describing the purpose for which the meeting is to be held.

**3.03 Notice of Meetings:** Notice of meetings of the Members shall be delivered in writing not less than 30 days (or 10 days, if given by first class or registered mail), nor more than 60 days, before the date of the meeting; provided that notice of a change to the date, time or location of a meeting to be held during the WMIC may be provided by announcement not less than 12 hours prior to the meeting and the Members agree that such notice period shall be considered "fair and reasonable" under the circumstances. Such notice shall specify the date, time, place, and purpose of such meeting and provide sufficient information so that Members can form a reasoned judgment as to the business to be transacted at this meeting and shall otherwise comply with Section 21-1955 of the Nebraska Nonprofit Corporation Act, as amended. Notice of meetings shall be sent by one or more of the following methods: in-person; fax, mail or email, to the fax number, mailing address, or email address as it appears upon the records of the corporation.

**3.04 Quorum:** At any Annual Business Meeting or special meeting of the Members, 30% of the Full Members in good standing shall constitute a quorum. The members present at a meeting at which a quorum is initially present may continue to transact business until adjournment, even if some members withdraw from the meeting, leaving less than a quorum, if any action taken is approved by at least a majority of the members required for a quorum.

Unless one-third or more of the voting Members are present in person or by proxy, the only matters that may be voted upon at any meeting of the Members are those matters that are described in the meeting notice.

**3.05 Voting:** Each Full Member in good standing shall have one vote. Members may vote in person or by proxy, in accordance with the laws of the state of Nebraska, on all matters required or permitted to be brought before the Members for a vote. Voting at any meeting of the Members may

take place on any motion properly brought before the Members, except one affecting the election of Trustees or Officers. Voting at a meeting of the Members may be conducted by whatever means are determined appropriate in the discretion of The Board and may include, without limitation, anonymous ballot or electronic ballot by audience response system.

When a quorum is present at any meeting, a majority of the Members voting in person and by proxy shall decide any question brought before such meeting, except where a larger vote is required by law, the Articles of Incorporation, or these Bylaws.

**3.06 Action Without Meeting:** Any matter to be brought before the Members for a vote may be brought before them without a meeting by means of a written ballot, approved by The Board and distributed by the Secretary on behalf of The Board. Except where a larger vote is required by law, the Articles of Incorporation or these Bylaws, approval of an item by written ballot shall require voting by at least 3% of the Full Members in good standing and an affirmative vote by a majority of those responding within a specified time; which shall not be less than thirty days.

## ARTICLE IV:

### ELECTION OF THE BOARD OF TRUSTEES AND OFFICERS

**4.01 Board of Trustees:** The governing body of WMIS shall be a Board of Trustees (“Board”) consisting of the Officers of WMIS, and not less than six generally elected Board of Trustee Members in accordance with 4.04 below. Trustees shall be elected for a period of three years. The Board may elect up to three additional Trustees to serve with the same rights as other Trustees for a maximum term of three years each. However, no more than three such Trustees shall serve at any one time, and no Trustee may be elected in such a manner more than once. All Trustees shall be Full Members of WMIS in good standing. It shall be a guiding principle of the nominations for Trustees that there shall be a general balance between the numbers of clinical and basic scientists on The Board, and that they shall reflect generally the geographical distribution of the Membership.

**4.02 Officers:** The Officers of WMIS shall be a President, President-Elect, Past President, Treasurer, and Secretary, each of whom shall also be a Trustee. Any Officer shall cease to hold office at once upon acceptance of compensation in any direct or indirect form from WMIS, other than the reimbursement of necessary expenses reasonably incurred in the performance of duties as an Officer.

The President-elect is elected annually, and shall progress to President and Past-president annually. The Secretary and Treasurer shall be elected for a period of one year and are eligible for immediate re-election following their elected term.

The position of any Board of Trustee Member, who becomes an elected Officer, shall be replaced by The Board according to provision 4.05 below.

**4.03 Election:** Nominations by Members shall be approved by the Nominating Committee if they contain a petition of fifty Full Members in good standing and are received by WMIS by December 31, midnight local time, at the WMIS office.

The President-Elect, the Officers and the Trustees shall be elected by the Membership by mail or electronic ballot as allowed by law. Opening, certification and the count of the ballots shall be supervised by a disinterested person.

The ballot containing the names approved by the Nominating Committee shall be transmitted to all Full Members by the Secretary of WMIS no later than January 15. The process by which the ballots are mailed, received, counted, certified and reported will follow those outlined in WMIS's SOP document, which will be made available to members when requested. The candidate(s) who receive(s) the highest number of votes, a plurality, for each open position shall be elected. All ties will be resolved by The Board using the processes outlined in the WMIS's SOP document.

**4.04 Tenure Board of Trustees:** Trustees shall hold office from the end of the first Annual Business Meeting immediately after their election until the end of the third Annual Business Meeting thereafter, except for Trustees elected to fill a vacancy, who will serve out the term of the replaced member.

**4.05 Vacancies:** In the event that a Board seat shall be vacated, The Board shall appoint a successor to the seat. This appointee shall serve for the unexpired time of the Trustee whose seat was vacated.

If the President resigns or is otherwise be unable to carry out the duties of that Office, the President-Elect shall immediately succeed to the Office of President and shall serve both the term of the replaced President and term for which they had been elected.

The position of any Trustee who shall be absent from three consecutive meetings of The Board may, at the recommendation of the Executive Committee and subject to the approval of The Board, be declared vacant and shall be filled in accordance with the provisions of this Section. Trustees so affected shall be notified by the Secretary. In the event of any vacancy on The Board, the remaining Trustees may exercise the powers of the full Board until successors are selected.

**4.06 Disqualification:** No paid Member of the WMIS staff shall serve as a Trustee or as an Officer. No close relative of the WMIS staff shall serve as a Trustee or Officer nor shall any close relative of a Trustee or an Officer be an employee of WMIS. A "close relative" shall be defined as being any relationship closer than that of second cousin, directly or by marriage.

**4.07 Compensation:** No voting Trustee or Officer shall receive any compensation for services as a Trustee, or in Office. Any voting Trustee or Officer may be reimbursed for necessary expenses, including travel expenses, reasonably incurred in the performance of duties as a Trustee or Officer.

## ARTICLE V:

### BOARD OF TRUSTEES

**5.01 Board of Trustees:** The Board is the governing body of WMIS and has authority and is responsible for the supervision, control, and direction of WMIS. The Board may delegate the management of the affairs of WMIS to any person or group, including a committee, provided The Board shall retain the responsibility for the actions of such person or group and further provided that The Board shall, in all cases, be responsible for the ultimate direction of WMIS.

**5.02 Regular Meetings:** At least three meetings of The Board shall be held during each fiscal year. Trustees may participate in any meeting of The Board, or of any committee thereof, by means of tele- or video-conferencing equipment provided such electronic participation is conducted in accordance with Nebraska law.

**5.03 Notice:** The Board may hold regular meetings without notice if the time and place of such meetings is fixed by The Board. The Board may hold special meetings upon four days notice by first-class mail or 48 hours notice delivered in-person, by telephone, or by any electronic means allowable under Nebraska law.

**5.04 Special Meetings:** Special meetings of The Board may be held at any time and place when called by the Executive Committee, or by a majority of The Board. Notice of all special meetings of The Board shall be given to each Trustee by the Secretary or by WMIS staff.

**5.05 Quorum:** At any meeting of The Board, more than 50% of the Trustees then in office shall constitute a quorum. The members present at a meeting at which a quorum is initially present may continue to transact business until adjournment, even if some members withdraw from the meeting, leaving less than a quorum, if any action taken is approved by at least a majority of the members required for a quorum.

**5.06 Action of The Board:** At any meeting of The Board at which a quorum is present, the vote of a majority of those present shall be sufficient to decide any question brought before such a meeting except as otherwise provided by law, in the Articles of Incorporation or these Bylaws.

**5.07 Action by Unanimous Written Consent:** Any action required or permitted to be taken at a meeting of The Board may be taken without a meeting, by a consent in writing to the action signed by each Trustee and presented to the Secretary.

**5.08 Parliamentary Procedure:** Meetings shall be governed by *Robert's Rules of Order*.

**5.09 Individual Trustees:** As individuals, Trustees shall have only that authority provided by Board action and in the form of position descriptions for those Trustees.

## ARTICLE VI:

### OFFICERS

**6.01 President:** The President shall be the senior Officer of WMIS and shall preside at all meetings of The Board and at all meetings of the WMIS Membership. The President shall appoint the Members and Chairpersons of all Committees, except as indicated specifically elsewhere in these Bylaws or in Board Policies and Procedures. The President shall be a Member, *ex-officio*, of all Committees except the Nominating Committee. The President shall be responsible for hiring (with the approval of The Board) and overseeing the Executive Director's performance of his or her duties pursuant to Section 7.02. The President shall have authority to consult the WMIS legal counsel as and when necessary and annually shall ensure the nomination of an independent certified public accountant for appointment by The Board. The President shall have a general responsibility for the scientific and regional governance and operations of WMIS and may share or delegate these responsibilities to other Trustees as necessary. The President shall serve *de facto* as liaison to the Industry Advisory Board, described below.

**6.02 President-Elect:** The President-Elect shall succeed to the Presidency of WMIS as soon as that Office shall be vacant. The President-Elect shall also perform all the duties of the President in the event of the President's absence or inability to serve. The President-Elect shall serve as Chair of the Nominating Committee. The President-elect shall, in addition, undertake such tasks as may be assigned by the President and The Board.

**6.03 Immediate Past President:** The Immediate Past President shall have a primary responsibility to serve as Chair of the Awards Committee. The Immediate Past President shall, in addition, undertake such tasks as may be assigned by the President and The Board.

**6.04 Treasurer:** The Treasurer of WMIS shall be the Chief Financial Officer and shall have the custody and control of all funds; shall authorize all debts and obligations of WMIS to be paid in a timely manner by the Executive Director; shall cause to be furnished an annual financial statement, reviewed and audited as required by law by an independent certified public accountant, of all receipts and disbursements of WMIS; and shall cause to be furnished semiannual financial statements for the years for which he/she has held financial responsibility for WMIS to The Board, and shall cause to be prepared and filed all tax returns and information returns required to be filed by law. The Treasurer shall also Chair the Finance Committee of WMIS.

**6.05 Secretary:** The Secretary shall ensure the timely issuance of notices of all meetings convened by The Board, the Executive Committee, or the President as stipulated in these Bylaws. The Secretary shall be responsible for generating and disseminating minutes of Board and Executive Committee meetings. The Secretary shall also be responsible for all general correspondence of The Board and shall have custody and control of all records and archives of WMIS, including those of the meetings of the Members, The Board, the Committees and their Standard Operating Procedures (“SOP”) documents. The Secretary shall chair the Interest Group Review Committee and shall take responsibility in The Board for the representation of the Interest Groups and Chapters, together with such other duties as the President and Board may assign.

**6.06 Other Powers and Duties:** Each Officer shall, subject to these Bylaws, have in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are customarily incident to the Office, and such duties and powers as The Board and/or the Executive Committee may from time to time designate.

## ARTICLE VII:

### WMIS OFFICES, EXECUTIVE DIRECTOR AND EDITORS

**7.01 WMIS Offices:** WMIS shall establish Offices of Administration that will be responsible for the overall operation of WMIS and its Annual Meeting. The oversight of these offices will be managed by an Executive Director who reports directly to the Executive Committee to fulfill the needs of the membership and the overall organization. The existence and/or function of the WMIS Offices and can be changed by The Board as needed to accommodate the business, operations or scientific needs of WMIS.

**7.02 Executive Director:** The Executive Director is a non-voting member of The Board, reports to the Executive Committee, and is responsible for the hiring and supervision of the WMIS office and staff, if any, including, the overall operation of WMIS and its Annual Meeting. Duties of the Executive Director are assigned by The Board as delineated in the SOP document, Management Company Contract, and/or an Executive Employment Agreement if one is provided.

**7.03 Journal Editor of the WMIS Official Journal:** The Editor of the WMIS official journal, with consultation from the Journal's Editorial Board, shall be responsible for the day-to-day operation of the Journal, including determination of acceptance of individual manuscripts and maintenance of established editorial policies. The Editor shall be selected by The Board for a three

year term and may be re-elected for additional three year terms. Each Editor shall be an *ex-officio*, non-voting Member of The Board, and may receive compensation as determined by The Board.

**7.04 Public Relations Editor(s):** WMIS shall establish one or more Public Relations Editors who will be responsible for the oversight of the WMIS newsletter and its website and shall report directly to The Board. The existence and/or function of these Editors can be changed by The Board as needed to accommodate the business, operations or scientific needs of WMIS.

## ARTICLE VIII:

### BOARDS AND COMMITTEES

**8.01 Composition of Boards and Standing Committees:** The President shall appoint the Chairpersons of all Committees, except the Awards, Executive, Finance, Nominating, and Workshop, Interest Groups, Affiliated Societies & Chapters Committees as well as the Industry Advisory Board. Except for the Nominating Committee, the chairpersons of Standing Committees are charged with selecting the Members of the Committees, subject to approval by the President. Membership of the Nominating Committee is recommended by the Interest Groups (as described in Section 8.08) by a method of their choosing. Each Interest Group will be requested to provide one nominee to the nominating committee. They shall provide these nominations to The Board prior to the Annual meeting, at which time their membership will be confirmed or denied. The President shall be an *ex-officio* Member (without vote) of all Committees except the Nominating Committee. Except as otherwise provided in the Bylaws, Committee appointments shall be for one year and members may be reappointed without limitation. The Standing Committees shall be the following. Their membership and charge are stated in bylaws below, and their policies and procedures can be found in the SOP document:

- Executive Committee (chaired by President)
- Industry Advisory Board (chaired by the President)
- Finance Committee (chaired by Treasurer)
- Nominating Committee (chaired by President-Elect)
- Annual (WMIC) Meeting Program Committee (chaired by a Trustee)
- Awards Committee (chaired by Immediate Past President)
- Publications and Communications (chaired by a Trustee)
- Workshop, Interest Groups, Affiliated Societies and Chapters Committee (chaired by Secretary)
- Education Committee (chaired by a Trustee)
- Governance Committee (chaired by a Trustee)

**8.02 Executive Committee:** The Executive Committee shall consist of the following Officers, each of whom shall be on The Board at all times during the term of their office: President (chair), President-Elect, Immediate Past President, the Secretary, and the Treasurer.

This Committee shall be vested with the management of the current and ordinary (i.e., day to day) business of WMIS, including monitoring the budget, on behalf of The Board. A quorum for the transaction of business of the Executive Committee shall be four Members of the Executive Committee.

**8.03 Industry Advisory Board:** The Industry Advisory Board shall be chaired by the President and shall contain all members of the Executive Board, up to four additional at large members appointed by the President, and one representative from each major sponsoring industry. The purpose of the Industry Advisory Board is to solicit and respond to the concerns and needs of industrial partners in the activities of WMIS.

**8.04 Finance Committee:** The Finance Committee shall consist of the Treasurer, the Executive Director and at least one other Trustee selected by the chair and approved by President. The Finance Committee will assist in the supervision and control of WMIS's financial operations which are delegated to the Treasurer. It shall be responsible, under the Treasurer who shall be its Chair, for formulating the budget for all aspects of WMIS's operations.

The Finance Committee shall oversee a sub-Committee responsible for the raising of financial support for all WMIS's activities including scientific and educational purposes, and for any other proper purpose. This subcommittee shall also be responsible for the operation of the commercial exhibits at the Annual Meeting, or any other Meeting of WMIS at which commercial exhibitors are present.

**8.05 Nominating Committee:** The Nominating Committee will consist of six to eleven persons, and shall include the President-Elect, who will serve as Chair of the Committee and no more than one representative from any single Interest Group. Up to two additional Trustees and three *ad hoc* Full Members of WMIS can be chosen by The Board to serve on the Nominating Committee.

Following established SOPs, the Nominating Committee is responsible for providing Members of WMIS with a list of up to three nominees for each open position on the ballot and for transmitting this list to the Secretary following approval by The Board.

**8.06 Annual Meeting Program Committee:** The Annual Meeting Program Committee (AMPC) shall be responsible for the entire organization of the Scientific and Educational Programs of the World Molecular Imaging Congress, WMIC. Incoming members of this committee are selected by the incoming chair. The Chair of the AMPC shall be a **Trustee or** *ex-officio* member of The Board.

**8.07 Awards Committee:** The Awards Committee shall be responsible for the selection of the recipients of the major awards bestowed by WMIS. It shall be chaired by the Immediate Past President of WMIS and shall consist of eleven other Members of WMIS, one of whom shall be the President. The Awards Committee shall be responsible for soliciting nominations and recommending awardees, which must be ratified by a majority vote of The Board.

Such awards will include:

- Gold Medal for Outstanding Contributions to the field of Molecular Imaging
- Jorge Barrio Lecture for advances in Clinical Research
- Britton Chance Lecture for advances in Basic imaging research
- Fellows of WMIS
- Young Scientist (Student) Award
- Honorary Membership

Fellows and Gold Medal winners shall constitute the Distinguished Faculty of the World Molecular Imaging Society, and as such may be called upon to render expert opinion on matters pertaining to molecular imaging.

**8.08 Publications and Communications Committee:** The Publications and Communications Committee shall be responsible for all the WMIS publishing activities apart from publications in association with any Scientific Meeting, Workshop, or any Educational Activities of WMIS.

It shall be primarily responsible for the publication of the WMIS Journal, Newsletter, and Web Site and for the development of new means of their distribution and preparation, and for the evaluation and implementation of other forms of publication and information distribution.

It shall assess the need for, and develop methods of informing the media and the general public of WMIS's issues and communications. It shall have the duty to ensure that no material is published which represents itself as reflecting the opinion of position of WMIS, or as being approved by WMIS, without the approval of The Board.

**8.09 Workshop, Interest Groups, Affiliated Societies and Chapters Committee:** The Workshop, Interest Groups, Affiliated Societies and Chapters Committee shall consist of the Secretary of WMIS (its chair), the Treasurer, Interest Group Chairs, and up to four members—at-large, who shall be appointed by the Secretary. Except in the event of a tie, the Chair of the Committee shall have no vote.

The Workshop, Interest Group, Affiliated Societies, and Chapter Committee have responsibility to:

- A. Oversee all scientific meetings initiated, sponsored, or endorsed by WMIS other than the designated Annual Meeting.
- B. Oversee Initiation and Monitoring of Interest Groups.
- C. Serve as the *de facto* Supervisory Committee for Affiliated Societies and Chapters to provide a channel of communication among these groups and WMIS.

**8.10 Education Committee:** The Education Committee shall be responsible for all of WMIS's educational operations, except those at the Annual Meeting, which shall be the responsibility of the Annual Meeting Program Committee. Each year, the previous year's Vice Chair shall automatically succeed to be Chair of the Committee, and a new Vice Chair shall be appointed by the President of WMIS. It is the intention of these Bylaws that a member of the Committee will normally serve for three years, with one-third of its membership being replaced each year.

**8.11 Governance Committee:** The Governance Committee shall be responsible for the preparation and maintenance of the Policies and Procedures Manual of WMIS, for the revision of these Bylaws, when this is considered necessary by The Board, and for ensuring that WMIS complies with all proper legal requirements under law, its own Articles of Incorporation and Bylaws.

The governance committee will consist of three members to be appointed by The Board following nomination from the Nominating committee and shall be comprised of past Award winners and emeritus members, one of whom will serve as chair.

**8.12 Meetings:** All committee meetings shall conform to the requirements of these Bylaws respecting meetings of The Board with necessary changes in details.

**8.13 Creation of Committees:** The Board may create committees to which it may delegate various governance functions, provided The Board shall issue to the committee a specific mission statement with a definition of the committee's authority.

## ARTICLE IX:

## MISCELLANEOUS PROVISIONS

**9.01 Non-Discrimination:** The Board, Officers, Members, and staff in the course of WMIS business, shall not discriminate for or against anyone based on race, color, age, sex, religion, national origin, or physical handicap.

**9.02 Electronic Transmissions:** At such time as the corporation is in compliance with applicable federal and state laws concerning electronic transmissions to and from the corporation, by approval of these Bylaws, to the maximum extent permissible under applicable law, the Members expressly allow all communications, approvals, signatures, and other acts involving the Members of WMIS to be accomplished by electronic means.

**9.03 Conflict of Interest:** From time to time, Trustees, Officers, and Members of WMIS have, or may have, interests which are, or might be, adverse to the interests of WMIS. Such conflicts of interest may be financial or professional in nature.

It is the duty and responsibility of each Trustee, Officer and Member of WMIS to be sensitive to conflicts of interest and to fully disclose the nature and extent of conflicts, potential conflicts and apparent conflicts of interest. A conflict of interest involving oneself or any other Trustee, Officer or Member should be disclosed in advance of any meeting of The Board or a Committee at which the Trustee, Officer or Member having the conflict of interest will be in attendance.

No Trustee, Officer or Member having a conflict or interest shall be liable to WMIS for monetary damages for any action taken, or failure to take any action or for any loss incurred by WMIS, under or by reason of a conflict of interest, nor shall any Trustee, Officer or Member be accountable to WMIS for any gains or profits realized thereon, unless (a) the Trustee, Officer or Member has breached the obligation of disclosure under this Article, and (b) such breach constitutes self-dealing, willful misconduct or recklessness.

Notwithstanding any other provision of this Article to the contrary, no Trustee, Officer or Member shall enter into any contracts or transact any business with WMIS which would be inconsistent with the non-profit status of WMIS or would violate Section 21-1987 of the Nebraska Nonprofit Corporation Act. However, nothing herein shall prevent any such Trustee, Officer or Member from receiving fair compensation for services rendered or property given or made available to WMIS, if approved by The Board.

**9.04 Interpretation:** These Bylaws are subject to the laws of the state of Nebraska and must be interpreted so as to conform with those laws as they are amended and interpreted from time to time.

**9.05 Confidentiality:** Each Member shall be responsible for preserving the confidentiality of his/her own proprietary information and shall, to the extent reasonably possible, refrain from exchanging confidential information and trade secrets while participating in meetings and activities. Each member shall observe the confidentiality of other members.

## ARTICLE X:

### AMENDMENTS

**10.01 Amendment:** Unless otherwise provided in the Articles or under Nebraska law, these Bylaws may be amended upon the approval of The Board and the Members in accordance with Section 21-19,114 of the Nebraska Nonprofit Corporation Act.

## ARTICLE XI:

### LIABILITY OF TRUSTEES

**11.01 General:** For purposes of this Article XI, the term "Trustee" shall be used to refer to both the **members** of The Board and Officers of WMIS.

**11.02 Duties Performed in Good Faith:** A Trustee of WMIS shall stand in a fiduciary relation to WMIS and shall perform his/her duties as a Trustee, including his duties as a member of any Committee of The Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of WMIS, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (a) one or more Officers or employees of WMIS whom the Trustee reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; or (c) a Committee of The Board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which Committee the Trustee reasonably believes to merit confidence. A Trustee shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

**11.03 Effects of Actions on Others:** In discharging the duties of their respective positions, The Board, Committees of The Board and individual Trustees may, in considering the best interests of WMIS, consider the effects of any action upon employees, suppliers and Members of WMIS and communities in which offices or other establishments of WMIS are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 11.02 above.

**11.04 Absence of Breach of Duty:** Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Trustee shall be presumed to be in the best interests of the WMIS.

**11.05 Personal Liability of Trustees:** A Trustee of WMIS shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(a) the Trustee has breached or failed to perform the duties of his/her office under Sections 11.02 through 11.04; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**11.06 Personal Liability in Breach of Law:** The provisions of 11.05 above shall not apply to: (a) the responsibility of liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

## **ARTICLE XII:**

### **INDEMNIFICATION AND INSURANCE**

**12.01 Indemnification:** To the full extent permitted by the law, WMIS shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. "Agents" for this purpose shall include Trustees, Officers, employees, and volunteers.

**12.02 Insurance:** WMIS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.