

ARTICLES OF INCORPORATION

A. CONSTITUTION

INTERNATIONAL ASSOCIATION FOR GNOTOBIOLOGY

ARTICLE I. NAME

The organization shall be called the International Association for Gnotobiology, hereinafter, referred to as the Association.

ARTICLE II. PURPOSE

The purpose of the Association shall be: 1) to promote scientific knowledge and encourage research and technology in the field of gnotobiology, i.e., to study the effects of and the control of the microbiota intimately associated with man, animals, and plants; 2) to disseminate information relative to gnotobiology; 3) to unify the efforts of those concerned with gnotobiology and its applications; 4) to cooperate with national organizations concerned with gnotobiology and related biomedical and biological sciences; and 5) to hold and sponsor triennial scientific meetings to expedite the aforementioned objectives.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Membership. The Association shall consist of active members, associate members, industrial members, emeritus members, and honorary members.

Section 2. Active Members. Any person interested in gnotobiology shall be eligible for election to membership.

Section 3. Associate Members. Associate members shall pay lesser dues than full members and shall have all the privileges of members except that they may not vote, hold office, or sponsor a nonmember

paper. The category of associate member shall be limited to the following:

- a. Graduate students,
- b. Post-doctoral fellows,
- c. University students of biological and medical sciences.

Section 4. Industrial Members. Any business organization or corporation interested in advancing the objectives of the Association shall be eligible for election to industrial membership. An industrial member is entitled to two (2) active memberships, two (2) registrations at the triennial meeting (exclusive of banquet and activity tickets), and the opportunity to exhibit at the scheduled meeting.

Section 5. Emeritus Members. An active member of the Association may become an emeritus member upon retirement. An emeritus member shall have all the privileges of active membership, but shall be relieved of financial obligations to the Association. The members emeriti may not hold office on the Board of Directors except as Immediate Past President.

Section 6. Honorary Members. The Board of Directors may nominate for honorary membership, a person who has rendered exceptional service to the Association. The election of honorary membership shall require a majority vote of the membership present at the regular membership meeting. The honorary member shall have all the privileges of membership but no payment of dues.

Section 7. Annual Dues. Annual dues for each class of membership shall be established by majority vote of those members present at the Board of Directors meeting, a quorum being present, subject to approval by majority vote of the members present at the triennial business meeting. A majority vote, when used in these constitution and bylaws, means a majority (one half plus one) of the votes cast, ignoring blanks, at a legal meeting, a quorum being present.

Section 8. Termination of Membership. Membership may be terminated by the Board of Directors for failure to pay dues for three (3) successive years. The Executive Secretary/Treasurer of the Association will have the responsibility to inform the Board of Directors of such infractions by any member. The Board of Directors may reinstate a member if the indebtedness is paid; they may also waive the indebtedness under extenuating circumstances. A two-thirds majority of the Board of Directors may institute proceedings to dismiss a member if it is felt to be in the best interest of the Association. The member shall be notified in writing of the reasons for such a decision. The member shall be allowed a reasonable time for the presentation of defense before the Board of Directors. The Board may then, by two-thirds majority, decide to dismiss the member.

Section 9. Selection of Members. Applications for active or associate membership must be sent to the Executive Secretary/Treasurer. Applications for associate membership must be co-signed by the applicant's mentor or research director. Final approval of all applicants must be formally made by the Board of Directors; this may be done either by mail or at the regular Board meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The business and activities of the Association shall be managed by an elected Board of Directors. This Board shall consist of thirteen (13) members, including the President Elect, President, Immediate Past President, Executive Secretary/Treasurer, eight Councillors, and the Chairman of the Nominating Committee. Chairmen of standing or ad-hoc committees who are not elected members of the Board may attend Board meetings in an ex officio capacity only. Candidates from the active

membership shall be nominated by the Nominating Committee at the triennial meeting and shall be elected by a mail ballot from the active membership. After the election has been completed, all members shall begin their terms in the fall of the election year. The President Elect, President, and Immediate Past President will serve a total of nine (9) years with three (3) years in each position. The Executive Secretary/Treasurer will serve for six (6) years and may be re-elected for another three (3) year term. Councillors shall be divided into two (2) groups of four (4) members each and serve two (2) terms of three (3) years each; the first group of councillors will serve only one (1) term of three (3) years, but will be eligible for re-election. After the alternation of groups of Councillors has been established, each class shall serve two (2) terms of three (3) years each, and may not be re-elected until at least three (3) years have elapsed since completion of the term.

Section 2. Seven (7) of the thirteen (13) voting members of the Board shall constitute a quorum in order to transact business. When, at the discretion of the President, the Board transacts business by mail, three-quarters (3/4) of the voting members of the Board shall constitute a quorum, provided a reasonable time is allowed for the participation of the Board members in the business under consideration.

Section 3. Vacancies occurring on the Board shall be filled by appointment until the next succeeding election by the affirmative vote of a majority of the Board members then in office.

Section 4. The Board shall: a) determine specific issues of general policy upon which the entire membership may be polled; b) handle day to day business; c) establish the dues of the Association. The Board shall meet during the regular triennial meeting of the Association. Special meetings may be called by the President or upon request by a majority of the Board members as business dictates.

Section 5. Written notice of the time and place of a Board meeting and the agenda for the meeting shall be sent to each member of the Board not less than thirty (30) days before the meeting at the direction of the President.

ARTICLE V. OFFICERS

Section 1. The officers of the Association shall be President, President Elect (Vice-President), Executive Secretary/Treasurer and such other officers as may be provided for by action of the Board of Directors. The President Elect (Vice-President) shall be elected triennially from the active membership to serve for three (3) terms of three (3) years each as President Elect (Vice-President), President and Immediate Past President, respectively. The Executive Secretary/Treasurer shall be elected by the active membership for a six (6) year term and may be re-elected for another three (3) year term. The Vice-President shall be designated the President Elect of the Association, and shall assume the presidency at the termination of the President's term of office. Should the post of President become vacant for any cause, the Vice-President shall assume the post of President and serve the remainder of the term as Acting President, and shall remain eligible to be elected President by the Board. A vacancy in the office of Vice-President or Executive Secretary/Treasurer shall be filled with the advice and consent of a majority of the Board.

Section 2. President. The President shall be the principal executive officer of the Association and the Board, and shall perform such duties as custom and parliamentary procedure may require. The President shall appoint all committees, and shall be an ex-officio member of all committees. It shall be the President's responsibility to promote the achievements

of gnotobiology and to foster harmonious relationships throughout the membership. All appropriate correspondence, news releases, etc., shall be in the name of the President or by the Executive Secretary/Treasurer with the President's approval.

Section 3. Vice-President. The Vice-President shall preside in the absence of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the presidency. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 4. Executive Secretary/Treasurer. The Executive Secretary/Treasurer shall record the minutes of meetings of the Association and of the Board, and care for all records, papers, and documents belonging to the Association. The Executive Secretary/Treasurer shall receive applications for membership, collect dues as fixed by the Board, shall be responsible for the safe-keeping and disbursement of funds, shall keep account and receive all dues and monies belonging to the Association, and shall pay out the same on order of the President. The Executive Secretary/Treasurer shall notify each member of the Association as to the time and place of the triennial meeting, and each member of the Board regarding time and place of Board meetings, and shall compile and keep current the official list of the members of the Association, noting the correct name and address of each, and shall send a copy of the Bylaws to each member of the Association.

ARTICLE VI. COMMITTEES

Section 1. The President shall be entitled to create such committees as may be deemed to be in the best interests of the Association, and shall appoint chairpersons of these committees to serve coincident with one Presidential term.

Section 2. Nominating Committee a) The Nominating Committee shall consist of six (6) elected members, not currently serving on the Board of Directors. The term of office of members of the Nominating Committee shall be three (3) years. Election of these members shall be staggered in such a manner that, barring some extenuating circumstances, no more than three (3) members shall be elected in a given year. The Committee shall elect its own Chairman from its membership, who will serve on the Board of Directors.

b) The Committee shall solicit nominations from the membership by mail and prepare an official ballot for election to the offices to be vacated. The Committee may place on the ballot any eligible member who has been nominated by at least ten (10) voting members of the Association.

c) The Nominating Committee shall prepare the final official ballot and transmit it to the Secretary of the Association before the ensuing triennial meeting. The Secretary shall present the ballot to the Board of Directors at the regular meeting and then distribute the ballots by mail. The members shall return the ballots by mail. The election shall be concluded two (2) months after the ballots are mailed. The final tally shall be communicated to the President who shall announce the results of the election in the next general mailing to the Association.

Section 3. Liaison Representatives. The President shall appoint a member or members to act in a liaison capacity between the Association and any other association as the circumstances demand. This appointment shall be mutually agreeable to both organizations. The Liaison Representative shall report to the President.

ARTICLE VII. MEETINGS AND VOTING

Section 1. The triennial meeting of the Association shall be held

at a time and place determined by the Board with the consent of the membership. Special meetings may be held as the Board may determine necessary. The agenda for meetings of the Association shall be the reading of the minutes of the previous meeting, consideration of reports of committees, old business, and new business.

Section 2. Each active member of the Association shall have the right to vote on any question to be considered at the triennial business meeting of the Association. A majority of the members present at the regular business meeting shall decide any question put before the meeting.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments to the Articles of Incorporation may be proposed and submitted to the Executive Secretary/Treasurer in writing by a member of the Board. The proposed amendment shall be mailed to each Board member not less than fourteen (14) days prior to the meeting of the Board at which the amendment is to be considered. A majority vote of the Board members present at the meeting shall be required for submission to the general membership for approval by mail or at the next triennial meeting. A two-thirds (2/3) vote of the membership casting ballots shall be required for adoption of a proposed amendment. An amendment shall become effective immediately upon adoption unless a later time is designated.

ARTICLE IX. PROCEDURE

Procedure and other items not specified in the Articles of Incorporation or in the Bylaws or by action of the Board shall be in accordance with "Robert's Rules of Order Revised."

B. BY-LAWS

INTERNATIONAL ASSOCIATION FOR GNOTOBIOLOGY

Section 1. The registered office of the Association shall be located at the law firm of Connolly, Bove, Lodge, and Hutz, Wilmington, Delaware. The Association shall be incorporated in the State of Delaware, County of Newcastle, City of Wilmington. The Association may have such other offices, either within or without the State of Delaware as required by the laws of the State of Delaware. The registered office of the Association may be, but need not be, identical with the principal office, and the address of both offices may be changed from time to time by the Board. The principal office shall be located at Roswell Park Memorial Institute, Buffalo, New York.

Section 2. The fiscal year of the Association shall normally run from January 1st of a particular year to December 31st of the following calendar year.

Section 3. The Board of Directors may adopt a seal for the Association in such form as it deems appropriate.

Section 4. The Board shall determine the number, time, and places of the regular meetings of the Association to be held. One of these meetings shall be designated as the triennial meeting.

Section 5. The Board of Directors may transact and vote by mail on any business that cannot be conveniently transacted at the meetings.

Section 6. The Past-Presidents may attend, without vote, the meetings of the Board of Directors and the Local Organizing Committee; however, the Immediate Past-President is a voting member.

Section 7. The Board of Directors shall appoint a member from the local area of the selected site for the triennial meeting as the Meeting Chairman. This individual will be the Chairman of the Program Committee for the three-year period.

Section 8. The Meeting Chairman will appoint an Organizing Committee from the local area. The local Organizing Committee shall be responsible for publicizing the meeting, soliciting abstracts, promoting financial support for the meeting, and making local arrangements. The Committee shall also see that the program is printed and distributed.

Section 9. Each active member of the Association shall be entitled to present or sponsor one paper.

Section 10. Other considerations notwithstanding, papers offered for presentation by the members of the Association, including those of non-members which are sponsored by a member, for any particular scientific session must be given preference to those offered by non-members who are not sponsored by members.

Section 11. Non-members of the Association may submit abstracts of non-sponsored papers for presentation at any scientific session of the Association with the understanding that they will be judged on their merits for inclusion in that session, subject to the prior acceptance of all papers by members or sponsored by members properly submitted for that session.

Section 12. Publications. The board may from time to time designate official publications of the Association. The Board may for this purpose authorize the President or other appropriate officer to enter into contracts on behalf of the Association with the publishers of one or more journals containing such terms as it may deem appropriate. The Board, subject to contractual obligations, may withdraw such designation at any time it determines to do so.

Section 13. No part of the assets of the Association shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the Association shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 14. No substantial part of the activities of the Association shall be the verbal or written distribution of propaganda, or other attempts to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 15. The Association is not responsible for statements and opinions advanced by individuals in papers or discussions at its meetings.

Section 16. Affiliated Associations. Formally constituted national or regional associations whose aims are consistent with those of the Association may upon application to the Board and upon such terms as it shall deem appropriate be designated by the Board as affiliated associations. The Board may authorize the execution of an agreement with such an association recognizing such designation and containing such other terms as it shall approve.

Section 17. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 18. Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated under 501 (c) (6) or 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X. REPEAL OF PRIOR BYLAWS

Upon adoption of these Bylaws all previous Bylaws are hereby repealed.

Approved and passed by the Steering Committee on April 1, 1982

Approved and passed by the Charter Members on April 1, 1982

Adopted on April 1, 1982

The International Association for Gnotobiology, Inc.

By: Edeem A. Ahmad
Chairman

Attest: Patricia M Bealmeas
Executive Secretary

Founding Members :

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| Shogo Karake | Masazumi Miyakawa |
| P.C. Topley | Bruce Justinson |
| H. G. Gnam | Bernard S. Westmann |
| Walter Dostes | Edwin A. Muiard |
| J. Paul Misiats | Bunroku Sakakibara |
| Akira Ghoda | Patricia M. Bealmeas |
| W. J. ... | Ed W. ... |
| J. ... | Kazuo Hushino |
| Joy ... | Manfred ... |
| James B. ... | Hiroshi Ozawa |
| Xu zhen guo | Robert Dulongeur - |
| Mans ... | Kayak C. ... |
| O. Chakhaon | |