

## **BYLAWS OF BIOIRON**

### **INTERNATIONAL SOCIETY FOR THE STUDY OF IRON IN BIOLOGY AND MEDICINE**

*(modification of the last amended version of May 2019)*

#### **ARTICLE I. NAME**

The name of the Institution previously named IBIS-the International Bioiron Society (hereinafter called the 'International Society' or "Society") is Bioiron: **the International Society for the Study of Iron in Biology and Medicine.**

#### **ARTICLE II. DURATION**

The duration of the International Society shall be perpetual

#### **ARTICLE III. PURPOSES AND POWERS**

##### **Section 1. Purposes**

The International Society shall be a voluntary, non-profit making body of persons associated for the purposes hereinafter appearing.

The object of the International Society is to advance knowledge about the biological and medical roles of iron and the processes in which it participates, such knowledge being for the benefit of the public.

##### **Section 2. Powers**

In furtherance of the above object the International Society shall have the following powers:

- a. to provide a forum for discussions;**
- b. to receive and apply donations, membership dues and funds from persons or organizations;**
- c. to do all other lawful things necessary to advance the object;**
- d. to promote research and its publication**
- e. to advance professional and public education**

#### **ARTICLE IV. MEMBERS**

##### **Section 1. Regular Member (Member)**

Membership of the International Society shall be open to any scientist or physician irrespective of place of residence who is interested in iron research, and who has research, clinical or educational experience in iron science or an allied field. The Board of Directors (BOD) of the Society may confer senior status to members of the Society who have retired from clinical or academic appointments and paid annual dues to the Society. Honorary members of the Society will be nominated by the BOD based on their distinction in the field. Both Senior and Honorary members will have all the privileges of membership and are entitled to reduced registration fees for all the Society activities. Members are eligible to vote and may be elected to office in the Society. The Society scientific meeting named Bioiron will be open to members for a reduced registration fee.

##### **Section 2. Training members (Student/Resident/Postdoctoral Member)**

A Training Member in good standing in an academic degree-granting program, post-doctoral fellowship or residency. Evidence for such standing should be provided by endorsement of the student's research

advisor or departmental chair. Training Members are eligible to vote but cannot be elected to office. Society scientific meetings will be open to young members for a reduced registration fee.

## **ARTICLE V. BOARD OF DIRECTORS (BOD)**

The Society's BOD will have the responsibility to establish policies and manage the affairs for the benefit of the Society in accordance with the Articles of Incorporation and implement these policies as provided in these Bylaws.

### **Section 1. Composition of the BOD**

The BOD shall consist of the following individuals: the President; the Treasurer; the President-Elect; the Immediate Past President **and up to seven (7) Directors:** the President will appoint one member to perform the duties of Secretary and the others to specific tasks or portfolios as described in Section 2. In addition, **the Bioiron Meeting Chairs (local conference organizers)** shall serve as non-voting, ex-officio members of the BOD until the end of the meeting they organized. The elected Officers of the Society shall be the President-Elect and Treasurer. Officers must be Regular Members of the Society (including Honorary or Senior members). **Rules for the composition of the BOD may be amended by the members of the International Society by an electronic poll organized by the Society Secretary following a resolution passed by the BOD by simple majority.**

### **Section 2. Performance of Duties**

An Officer or Director of the Society shall diligently perform his or her duties, including those associated with service on any committee of the Society, in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. The BOD will assist in the coordination of International Meetings on iron metabolism and organize an e-mail forum (**bioiron forum.org**) and WWW page to be implemented and maintained by the Society.

The Society President is charged with the assignment of portfolios and specified duties in support of the Society to various members of the BOD, including the appointment of a member of the BOD to fulfill the duties of Secretary. Such other assigned portfolios shall include, but are not be limited to Society related **education, website oversight, marketing and public relations, membership, and sponsorship. The specific duties and responsibilities associated with each portfolio shall be as set forth by the President and approved by the BOD.**

### **Section 3. Term of Office**

The President shall serve a two-year term. An individual elected as President by the Society's members shall be ineligible for re-election to the office of the President for a period of six years following completion of a two-year term of office. The Treasurer shall serve a four-year term. Any individual elected to be Treasurer shall be ineligible for re-election to the same office for a period of six years following the completion of the one term, and shall not be eligible to be nominated for another position on the BOD during their term. The President-Elect shall serve a two-year term. The remaining Directors who are elected to the BOD by the Society's Members shall serve for four years. **New members will be elected every two years, so the terms of these members will be staggered.**

### **Section 4. President**

The President shall chair the BOD and shall be responsible for managing the contractual affairs of the Society. This includes development of proposals for review by the BOD participation in negotiations with potential contractors, implementation and fulfillment of current contracts, acting as primary liaison to the contractual partners of the Society, and management of the Society's activities. The President shall, in

general, perform all duties incident to the office and such other duties as may be prescribed by the BOD from time to time.

#### **Section 5. President-Elect**

The President-Elect shall serve as president in the absence of the President and fulfill such other tasks as the President or the BOD may determine from time to time. The President-Elect shall automatically succeed to the Presidency when the office becomes vacant. Upon such succession, the President-Elect shall serve as President for the remainder of the term of his or her predecessor, and shall then continue as President for the term elected.

#### **Section 6. Secretary**

The position of Secretary shall be appointed by the President from among the members of the BOD .The Secretary shall have such duties and responsibilities as may be assigned by the President from time to time and as may be set forth in the Secretary's portfolio.

#### **Section 7. Treasurer**

The Treasurer shall be responsible for supervision, oversight and regular reporting of the Society's finances and financial transactions and the securing of authorization for financial transactions that require the approval of the President and the BOD. The Treasurer shall report as directed by the President or the BOD on the Society's finances and perform such other duties and responsibilities as may be set forth in the Treasurer's portfolio. .

#### **Section 8. Immediate Past President**

The Immediate Past President will have no vote-rights in BOD conferences but might be invited by the President of the BOD to assist in performing specific duties of the Society in the name of the Society or the President of the BOD.

#### **Section 9. Regular Meetings of the BOD**

The BOD shall meet at least biennially in conjunction with the biennial meeting of the Society. The BOD may meet together and undertake business, and adjourn as they think fit. Except as otherwise required by law or these Bylaws, questions arising at any meeting of the BOD shall be decided by a simple majority of votes cast by eligible voting members of the BOD during BOD conferences or by e-voting. In case of no majority, the final decision will be taken then by the BOD or by the President of the BOD if there is no majority vote by the BOD.

#### **Section 10. Special BOD Meetings**

On the written request of any three (3) member(s) of the BOD or the President, the Secretary of the BOD shall summon a meeting of the BOD within three months. The BOD shall cause proper minutes to be made of the proceedings of all meetings of the International Society and of the BOD and of all business transacted at such meetings, and all such minutes shall be signed by the President and/or the appointed Secretary of such meetings which shall be sufficient evidence without any further proof of the facts therein stated. All acts done by any meetings of the members of the BOD or by any person acting as a member of the BOD are in good faith. Should it be afterwards discovered that there is some defect in the appointment of any such member of the BOD or person acting as aforesaid, or that they or any of them were disqualified, their actions would be deemed as valid as if every such person had been duly appointed and was qualified to be a member of the BOD

### **Section 11. Removal of Officer or Director**

In the event that an Officer or Director of the Society is unable to perform his or her obligations as assigned by the BOD or the President, or engages in conduct that is contrary to the best interests of the Society or its tax-exempt mission, or fails to attend three (3) consecutive meetings of the BOD without sufficient reason or excuse, he or she may be asked to resign from the Office or Director position she or he holds. In such case, he or she will be provided with written notice of the grounds for removal or requested resignation and provided an opportunity to respond in person or in writing to the BOD. Removal shall be by two-thirds vote of the voting members of the BOD, In the event of the removal of an Officer, the BOD shall by majority vote appoint a then current member of the BOD to complete the remainder of the Officer's term. In the event of the removal of a Director not holding a Society office, such position shall remain vacant until the next scheduled Society election. Upon the removal of an officer or director, the President shall have the authority to reassign the removed BOD member's duties and responsibilities.

### **Section 12. Resignation**

Except as otherwise provided by law, an Officer or Director may resign from the BOD at any time by giving notice in writing to the President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, such resignation shall be approved by the BOD.

### **Section 13. Electronic Meetings**

The BOD may meet by means of telephone or video conference (TC and VC, respectively) whereby each participating member of the BOD may hear and be heard by each other participant. Participation by telephone or video conference by any member shall be deemed to constitute "presence" for purposes of determining the existence of a quorum and for the purpose of undertaking and approving binding actions on behalf of the Society.

### **Section 14. Quorum**

A quorum of the BOD for purposes of conducting binding Society business shall be a majority of the voting members of the BOD.

## **ARTICLE VI. ELECTION OF BOD MEMBERS**

### **Section 1. Election Procedures**

The election of the President-Elect, Treasurer and Directors to the BOD shall take place by a secret ballot immediately before or at each Biennial General Meeting and shall be open to all regular members of the International Society. Members may vote on-line. In giving notice of the election at least one month before the biennial meeting, the President or appointed Secretary shall submit a list of the BOD, distinguishing those eligible for re-election, and shall request nominations for the new Committee. The final list of nominees arranged as a ballot shall be communicated by email to all Regular and Training Members. Those receiving the highest number of qualified votes in any election shall be declared elected. Terms for all officers and other Members elected to the BOD shall begin after the Biennial Business Meeting.

## **ARTICLE VIII. GENERAL BIENNIAL BUSINESS MEETING**

### **Section 1. Meetings**

A Biennial General Meeting of the International Society shall be held at the biennial scientific meeting of the International Society. Twenty-eight days notice, giving details of time, place, agenda and resolutions to change the Rules shall be given to the members.

### **Section 2. Quorum**

A quorum for the General Business Meeting shall not be less than four members of the BOD and at least twenty-five Regular Members.

### **Section 3. Procedure**

Procedure of Biennial General Business Meeting

a. The President of the BOD shall chair any General Business Meeting. If the President is unable to attend, the President-Elect shall chair any business meeting. If neither the President nor the President-Elect is present, the Treasurer shall chair the business meeting. If none of the other officers are present, the Immediate Past President shall chair the business meeting. If none of the officers is present within fifteen minutes after the time appointed for holding the meeting, then the members present, if sufficient to form a quorum, shall choose a member of the BOD, or, if all members of the Committee present decline to preside, then they may choose any member present to preside.

b. The President of the meeting may, with the consent of the meeting at which a quorum is present, or if such a meeting so decides, adjourn the meeting from time to time or from place to place, but no business shall be transacted at such adjourned meetings other than business for which the adjournment took place.

c. At all General Business Meetings any resolution put to the vote at the meeting shall, unless the Rules otherwise provide, be decided by a show of hands by a majority of the members present in person and entitled to vote. If the vote is close, it may be determined by ballot. A declaration by the President of the meeting that a resolution has been carried or lost shall be conclusive and the Secretary shall make an entry to that effect in the minute-book.

d. Every member present who is eligible to vote shall have one vote and, in the event of an equality of votes, the President shall be entitled to a further or deciding vote.

e. If within half an hour of the time appointed for the holding of a Biennial General Meeting a quorum is not present the meeting shall stand adjourned to such a time as the President shall decide.

## **ARTICLE VIII. INTERNATIONAL BIOIRON CONFERENCES**

The BOD takes under its responsibilities the organization of periodic conferences or workshops on topics of interest to the international Bioiron community. International Bioiron conferences should take place biennially in diverse geographical areas with substantial representation of activities in the field and motivated local organizers. Proposal for venues should be sent initially to the BOD together with some estimates of local costs that should include all aspects of the conference (registration, program and abstract preparation by a local or international PCO and local support) as well as accommodation availabilities. The BOD will be responsible for screening venues that fulfill criteria of geographic distribution and accessibility, local organization and costs (meeting venue and services, accommodation and travel). The venues selected by the BOD will serve as basis for a final selection by Bioiron membership

via an e-poll. The Treasurer or President of Bioiron BOD will sign the conference (or workshop) contract with the host country agency (PCO) representatives. The Bioiron financial management agency will serve as vehicle for financial transactions related to Bioiron conferences and workshops in liaison with local organizers.

The BOD President and/or President elect and any selected BOD members will serve together with the local organizer as meeting scientific organizers.

## **ARTICLE IX. ACCOUNTS**

### **Section 1**

The BOD shall cause proper books of accounts to be kept with respect to (i) all sums of money received and expended by the International Society, (ii) all sales and purchases by the International Society, and (iii) all assets and liabilities of the International Society.

### **Section 2**

At each Biennial General Meeting the BOD shall present to the members of the International Society an account of income and expenditure since the last Biennial General Meeting made up to the preceding March 31st, together with a balance sheet made up as at the same date.

### **Section 3**

The BOD shall have the accounts audited by an independent auditor at least once every five years, and more often if requested by a member of the Society.

### **Section 4**

Banking account(s) shall be held in the name of the International Society and all checks shall be signed by the Treasurer and/or the President.

## **ARTICLE X. CHANGE IN RULES**

### **Section 1**

The BOD may make recommendations to alter, amend or add to the Rules, and any resolution passed at any meeting of the BOD by a **simple majority of the BOD members present and voting**, subject to the approval of the Society members **either during the general assembly or via e-voting organized by the Secretary of the BOD.**

### **Section 2**

**A simple majority of** votes cast by members eligible to vote must affirm the amendment.

### **Section 3**

**The role of the BOD in Bioiron conference organization (article VIII).**

## **ARTICLE X. MEMBERSHIP DUES**

The annual membership dues for members shall be paid to the financial management agency of International Society at a sum set by the BOD The annual membership dues to the International Society shall be payable in advance. Failure to pay membership dues for two years may result in removing the name from the membership list. Such removal from the membership list shall not relieve the individual from the obligation to pay the overdue balance to the Society.

**ARTICLE XI. WINDING UP**

The International Society may only be dissolved by resolution at a General Meeting approved by seventy-five per cent of the members present and voting; postal votes shall be allowed.