

**BY-LAWS OF
MID-ATLANTIC BIOLOGICAL SAFETY ASSOCIATION, INC.**

Section 1.0 Board of Trustees. The activities of the Mid-Atlantic Biological Safety Association, Inc., (“Association”) shall be managed by the Board of Trustees (“Board”), which shall consist of six trustees: President; President-Elect; Past-President; Secretary; Treasurer; and Councilor-at-Large.

Section 1.1 Duties of the Board. The Board shall be the representative body of the Association and, as such, shall have, hold and control all funds and activities of the Association in accordance with the by-laws governing these matters. The Board has the responsibility to furnish appropriate guidance in all Association matters and will act in behalf of the full members. It is the responsibility of the Board to review the financial status of the Association annually to insure appropriate handling of all funds. The Board also has the responsibility for final acceptance of new members and designated alternates to the Board.

Section 1.2 Alternates and Vacancies. A trustee shall have the right to designate a specified alternate member to represent him/her at Board meetings. The designated alternate must be previously approved by the Board and shall have full voting rights. In the event of a vacancy of a seat on the Board due to a resignation of a trustee or if a current trustee cannot finish the term of his/her office, the designated alternate shall be named to the Board. In the event of a vacancy of an elected officer, the Board may make an appointment to the vacated office until the position is filled by regular elected ballot or by special election.

Section 1.3 Removal of Trustees. A request to remove a trustee may be initiated by any full member of the association. The request must clearly describe the reason(s) for the removal, and must be signed by three full members of the Association. The completed request must be presented to the president, unless the president is the subject of the request, at which point, the request must be presented to the past-president. The president (or past-president) will submit the request to a secret ballot of all full members within thirty days of receipt. Two-thirds of the full members will have to vote in favor of the request for the removal to occur.

Section 2. Members. The Association membership will be drawn mainly from the Mid-Atlantic region (NY, NJ, PA, DE, CT, and MD) and shall have the following membership categories:

1. Full Member: Any individual with an interest in biological safety shall be eligible for membership in the Association as a full member. Each full member shall be eligible to vote.

2. Corporate Sponsor: Any company or organization with an interest in biological safety shall be eligible for membership in the Association as a corporate sponsor. Each corporate sponsor may designate up to four (4) individuals as full members in the Association.

3. Student Member: A matriculated student with an interest in biological safety or other related fields shall be eligible for membership in the Association as a student member. Student members shall not have the right to vote nor the right to hold elected office. Student members may serve on Association committees.

Section 3. Elections. Trustees must be nominated by at least three (3) full members of the Association and shall be elected by closed ballot vote of the membership (with a plurality of those voting) for a term of two years. No trustee shall be eligible to hold the same office for two (2) consecutive terms.

Section 4. Meetings. Meetings of the Association shall include: General membership meetings, Board meetings, the Biological Safety Symposium, and annual business meeting.

Section 4.1 General Membership Meetings. At least three (3) general membership meetings shall be held for the transaction of Association business and for the exchange of information. These meetings

may take the form of a dinner meeting either preceded or followed by a keynote speaker with a presentation of a timely, relevant biosafety topic.

Section 4.2 Board Meetings. The Board shall hold at least two (2) regular meetings each year. The meeting shall be presided over by the president.

Section 4.3 Biological Safety Symposium. An annual meeting shall be held for the purpose of presenting a scientific program in the biosafety and related fields. This meeting may be a part of the "Biological safety Symposium" series first presented by Schering Corporation.

Section 5. Special Meetings of the Members and the Board. Special meetings of the members or the Board for any purpose or purposes may be called at any time by the president or by any three of the trustees. Such meetings of the members shall be held upon not less than ten nor more than sixty days' notice given by mail. Such meetings of the trustees shall be held upon not less than two days' notice given personally or by telephone or telegraph, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

Section 6. Waivers of Notice of Board Meetings: Adjournments. Notice of a meeting need not be given to any member or trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such trustee of such meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

Section 7. Action Without Meeting. The members of the Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 8. Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means by which all persons participating in the meeting are able to hear each other.

Section 9. Quorum. A majority of the full members shall constitute a quorum thereof for the transaction of business at a general membership or annual business meeting. The act of the majority of the members at a meeting at which a quorum is present shall be the act thereof. Four voting trustees shall constitute a quorum of the Board for the transaction of business at a Board meeting. The act of four trustees at a meeting at which a quorum is present shall be the act thereof.

Section 10. Committees of the Board. The Board, by resolution approved by a majority of the entire Board, may appoint from among the trustees one or more committees of one or more members (which may include persons who are not trustees, provided that at least one member of each committee shall be a trustee and that any act of any committee which has members which are not trustees shall be advisory, shall not bind the Board or the Association and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the Association;
- (b) elect or appoint any officer or trustee, or remove any officer or trustee;
- (c) submit to members any action that requires the approval of members; or
- (d) amend or repeal any resolution previously adopted by the Board;

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chairpersonship, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings that shall be reported to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

Section 11. Compensation. Neither members, trustees nor officers shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

Section 12 Officers. Officers of the Association shall include: President; President-Elect; Secretary; and Treasurer. The Officers shall be full members in good standing of the Association. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

- (a) The President shall be the chief executive officer of the Associate, shall have general charge and supervisions over and responsibility for the affairs of the Association, shall preside at all meetings of the Board as Chairperson; shall represent the general membership at professional functions; and mediates any disputes over procedural matters. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the president. The president may enter into and execute in the name of the Association contracts or other instruments not in the regular course of business that are authorized, either generally or specifically, by the Board. The president shall have the general powers and duties of management usually vested in the office of president of a corporation. The president may delegate from time to time to any other officer, any or all of such duties and authority.
- (b) The President-Elect shall have such duties and posses such authority as may be delegated to the president-elect by the president..
- (c) The Treasurer shall have the custody of the funds and securities of the Association and shall keep or cause to be kept regular books of account for the Association. The treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the president or the Board.
- (d) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary

shall perform such duties and possess such powers as are incident to the office or as shall be assigned by the president or the Board.

Section 13. Fiscal Year. The fiscal year of the corporation shall be January 1-December 31.

Section 14. Dues. The Association Shall be maintained through the payment of dues by the members and corporate sponsors. These dues shall be set by the Board and ratified by a two-thirds majority of voting full members. All Association monies shall be handled by the treasurer and all transactions audited by two (2) full members of the Association at the end of the fiscal year.

Section 15. Force and Effect of By-Laws. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 16. Amendment to By-Laws. These by-laws may be altered, amended or repealed by the members or the Board, provided that by-laws made by the Board may be altered or repealed and new by-laws made by the members. The members may prescribe in a by-law that any by-law made by them shall not be altered or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed. All amendments must be ratified by a plurality of full members.

Section 17. Conflict of Interest. No contract or other transaction between the Association and one or more of its trustees or officers, or between the Association and any other corporation, firm, association or other entity in which one or more of its trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter "interested trustee or trustees") are present at the meeting of the Board, or a committee thereof, which authorized such contract or transaction, or his or her votes are counted for such purpose, unless:

(a) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or

(b) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the full members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such full members.

Section 18. Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the Association, but shall be distributed as the by-laws may direct in accordance with law. provided, however, that the distribution must be another organization exempt under the provisions of Section 501(c)(3) of the United State Interval Revenue Code or a State or local government, for a public purpose.