

By-Laws of the International Embryo Technology Society

Article I -Name

Section 1. The Name of the Society shall be International Embryo Technology Society, Inc., hereafter referred to as the Society.

Section 2. The Society has been incorporated under the laws of the State of Nebraska as a non-profit membership/educational and scientific corporation on April 7, 1975.

Section 3. The principal office of the Society shall be designated by the Board of Governors.

Article II -Purposes

Section 1. The Society shall further the science of embryo production, development and transfer by: (1) promoting more effective research; (2) disseminating scientific and educational information; (3) fostering high standards of education; (4) maintaining high standards of ethics; (5) enhancing the international movement of animal genetics with embryos; (6) coordinating standardization of embryo handling and record procedures internationally; and (7) cooperating with other organizations having similar objectives.

Article III -Membership

Section 1. The Society is an organization of individuals who are interested in and/or involved in the science and techniques of embryo production, development and transfer and its associated technologies in related fields of reproduction or who are involved in the application of the science and/or technology of embryo production, development, manipulation and transfer. Membership carries the responsibility to concur with and support the objectives and policies of the Society and to uphold the highest ethical and scientific standards in the performance of professional duties.

Section 2. Membership in the Society may be in one of four following categories:

- (a) Regular Membership - Persons actively involved in research and education in fields of reproduction related to embryo production, development and transfer with a M.S., Ph.D., D.V.M., Sc.D., M.D. or equivalent degrees; practitioners actively involved in the production, development, manipulation and transfer or international movement of embryos; or persons actively and specifically involved in and responsible for the embryo record aspects of a national breed organization. Only persons holding Regular Membership are eligible to vote or hold office in the Society.
- (b) Emeritus Membership - Persons who are Regular Members of the Society and have been continuous Regular Members for a period of at least 10 years, but who deem themselves as retired from activities associated with Regular Membership. Emeritus Members have the rights of Regular Members. Emeritus Membership is granted by an application, in writing, to the Board of Governors, who have the sole right to invoke or revoke the Emeritus status to a Regular Member.
- (c) Student Membership - Persons enrolled in an academic program at the undergraduate or graduate level. Such applicants must be certified annually by an academic advisor or a Regular member.
- (d) Associate Membership - Others interested in embryo production, development, manipulation and transfer who do not meet the requirements for Regular or Student Membership.
- (e) Sustaining Membership - Any individual, firm or organization engaged in embryo production, development, manipulation and transfer or any business having an interest in the embryo production, development, manipulation and transfer industry. An individual Sustaining Member or a representative of the Sustaining Member firm or organization shall be entitled to the rights of a Regular member.

Section 3. Only persons holding Regular Membership in the Society and those entitled to the rights of Regular Membership by virtue of their Emeritus status or representing a Sustaining Member are eligible to vote, hold office, or to nominate candidates for office in the Society.

Section 4. Membership may be obtained by application to the Executive Secretary of the Society, who will present it to the Board of Governors for review. Remittance by cheque or credit card for full dues must accompany application and will be refunded should application not be accepted.

Section 5. Membership may be terminated for non-payment or by the Board of Governors for due cause following proper notification of such member with opportunity for a hearing in keeping with procedures set forth separately.

Article IV -Dues

Section 1. The amount of annual dues for each membership category shall be determined by the Board of Governors. Annual dues are payable on January 1.

Section 2. Any member who is in arrears for annual dues on January 1 shall be suspended and may be reinstated during the year of suspension by paying the current year's dues prior to December 31. Any member who has been suspended for more than one year may re-apply for membership.

Article V -Meetings

Section 1. Annual Conference – There shall be an Annual Conference of the members of the Society, held in the month of January unless otherwise ordered by the Board of Governors, for receiving of annual reports, and for the transaction of such other business as may properly come before the meeting. Unless otherwise directed by the Board of Governors, a programme of sessions that serve the purposes of the Society as described in Article II will be held on, or either the days preceding, the day of and/or the days after the Annual Conference.

Section 2. Place of Meeting - The Annual Conference shall be held at such place as the Board of Governors may select and shall be designated in the respective notices of such meeting. The site of Annual Conference shall also afford adequate facilities for the presentation of scientific papers and for concomitant activities of the Society.

Section 3. Notice of Meetings - Except as provided by statute, written notice of each meeting of members stating the purpose for which the meeting is called and the time when and the place where it is to be held shall be served by mail, not less than thirty (30) nor more than ninety (90) days before the meeting upon each member of record. Such notice shall be directed to such members at their address as it appears in the membership directory of the Society. Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice and prior to the meeting.

Section 4. Quorum - The presence in person of forty (40) Regular Members shall constitute a quorum for the transaction of business.

Article VI -Board of Governors

Section 1. The Board of Governors shall be the governing body of the Society and it shall have control and management of the affairs and business of the Society. Without limiting the generality of the foregoing, the Board of Governors shall approve the format and guidelines for the conduct of the annual conference and business meeting and that for any other meeting or activity including the approval of documents issued in the name of the Society. It shall have the discretion in the disbursement of its funds and may adopt such rules and regulations for the conduct of its business as shall be deemed appropriate. The Board of Governors shall report its actions to the Members of the Society at the Annual Conference as well as in its regularly published newsletter.

Section 2. The Board of Governors shall consist of Governors elected from and by the Regular Membership of the Society by means of an annual ballot. The Governors shall be divided into three classes, each class consisting of two Governors being elected every third year. Each member of a class of Governors shall be elected and hold office for a term of three years and until a successor has been elected and qualified or until such Governor's early death, resignation or removal in a manner hereinafter provided.

In the event that a Governor is serving as Treasurer in the third year of his/her term, and designated by the Board in unanimous action to succeed him/herself and if such Governor has committed to serve as Treasurer in a succeeding term, such Governor shall not stand for re-election but will continue as a Governor in the class to which such Governor would have been elected. The chairman of the Nominating Committee will include such action in his/her report to the membership.

From each annual ballot, a number of Governors equal to that of those whose terms are about to expire, shall be elected for a term of three years. In addition, as deemed necessary by the Board to maintain the number of Governors, one or more replacement Governors may also be elected by the Regular members when a Governor's position has

become vacant prematurely due to resignation, removal or death. In the event that the elected term of a Governor has expired by the time of commencing his/her term of office as Vice President succeeding to President, such officers will continue as members of the Board of Governors until completion of their terms as President. Any Governor shall be eligible for re-election but may not serve more than two consecutive three-year terms as a Governor. A Member of the Society who is elected to the position of Vice President and who is not a current Governor shall become ex officio a member of the current Board of Governors. Board members shall take office at the conclusion of the business meeting of the Annual Conference.

Section 3. Meetings - Except that the Board shall have a regular meeting at the time and place of the Annual Conference, the Board shall meet upon call of the President at such times and places as he/she may designate, and shall be called to meet upon demand of the majority of its members. Notice of all meetings of the Board of Governors shall be sent by mail or by means of electronic communication to each member of the Board at his/her address of record on the records of the Society at least ten days in advance of such meeting. Any one or more members of the Board of Governors or of any committee thereof may participate in a meeting of such Board or Committee by means of a conference by telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Quorum - A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present

Section 5. Vacancies – Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by an election among the Regular Members, at the discretion of the Board.

Section 6. Absences – If a Governor is absent from two consecutive meetings without Board approval, the position shall be declared vacant.

Article VII -Officers

Section 1. The Officers of the Society shall be the President, the Vice President, and the Treasurer. A regular meeting of the Board of Governors shall be held not later than the day following the Annual Conference and initially presided over by the incumbent President of the Society. The first action of the new Board of Governors at this regular meeting, once every two years, will be to recognize the new President who is the former Vice President. The outgoing President will hand over the gavel to the new President, who will preside henceforth. The Treasurer shall be elected annually by the Board of Governors from among its membership during this meeting. The Vice President shall be elected every second year, prior to the Annual Conference by a ballot of all members of the Society. Candidates for Vice President must have completed a full term as a Governor, either on the current Board or a previous one.

Section 2. The Vice President and President shall serve for a term of two years until his/her successor is duly elected and qualified. The Treasurer, elected by the Board in any year, following unanimous action by the Board members, may be the incumbent Governor holding this office. Thus, the Treasurer may serve in this office for a term of up to 3 years.

Section 3. Executive Committee - The President, Vice President, and the Treasurer shall constitute the Executive Committee. The Executive Committee may exercise the powers of the Board of Governors when the Board of Governors is not in session, reporting to the Board of Governors any action taken. Two members shall constitute a quorum for the transaction of business.

Section 4. Vacancies in any office may be filled for the balance of the term by the Governors at any regular or special meeting.

Article VIII -Duties of Officers

Section 1. President - The President shall be the Chief Executive Officer of the Society, and shall preside at meetings of the Society and of the Board of Governors and of the Executive Committee. He/she shall also, at the Annual Conference of the Society and at such other times as he/she shall deem proper, communicate to the Society or to the Board of Governors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Society and shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Governors. He/she shall appoint all committee chairpersons and

representatives of the Society not otherwise provided for, subject to the approval of the Board of Governors. He/she shall be an ex officio member of all committees appointed by the Board except as provided and the President shall call for the committee reports to be acted upon at the business meeting of the Board of Governors. The President shall hold office for two years. Any President may be eligible for re-election for a second term, but not within a period of five-years after the end of the first term. After the second term, the candidate is not eligible for a third term.

Section 2. Vice-President - The Vice President shall perform the duties of the President in the President's absence, and shall have such other duties as the President or the Board may assign. The Vice President shall also have the position of President-Elect, and shall succeed automatically to the office of President in the third year following election. If the office of President becomes vacant, the President-Elect shall succeed to the office, but this shall not affect succession to the Office of the President following election.

Section 3. Treasurer - The Treasurer shall keep an account of all moneys received and expended for the use of the Society, and shall make disbursements. All sums received shall be deposited by the managing organization in the bank or banks, or trust company, approved by the Board of Governors. The Treasurer shall make a report at the Annual Conference or when called upon by the President. Funds may be drawn only upon the signature of the Executive Secretary or the chief executive of the managing organization. The duties of the Treasurer, under authority of the Board of Governors, may be assigned in whole or in part to the assistant treasurer. Any member of the Board of Governors may be assigned by the President to serve as the assistant treasurer. The funds, books and vouchers in his/her hands shall, with the exception of confidential reports submitted to members, at all times be subject to verification and inspection by the Board of Governors. Various responsibilities may be assigned to administrative staff appointed under Article VIII, Section 4.

Section 4. The administration and management of the Society may be assigned to persons, firms or management organizations which shall be appointed by and directly responsible to the Board of Governors. Such person, firm or management organization shall have titles and responsibilities assigned by the Board of Governors, one of which may act as Executive Secretary of the Society, which person or firm or organization may manage and direct functions and activities of the Society and perform such other duties as may be specified by the Board. One such person, firm or management organization may function as the Business Office, which office shall be the official address of the Society at which location will be maintained membership records and financial records, with responsibility for receipt and deposit of funds, investments in keeping with money management policy, and disbursement of funds.

Section 5. Bonding - The Treasurer, or any other person, firm or management company entrusted with the handling of funds or property of the Society, shall, at the discretion of the Board of Governors, furnish, at the expense of the Society, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Article IX -Committees

Section 1. The President, subject to the approval of the Board of Governors, shall annually appoint such standing, special, or subcommittees as may be required by the by-laws or as he/she may find necessary. In practice, however, the President may delegate the appointment of committee members to the chairperson of the committee, whom he/she shall appoint. Such committees may include, but are not limited to:

- i. Publications Committee
- ii. Membership Committee
- iii. Health and Safety Advisory Committee
- iv. Nominations Committee
- v. Awards Committee
- vi. Companion Animal and Non Domestic Exotic Species
- vii. Finance Committee
- viii. Data Retrieval Committee

The description of each committee and a definition of its responsibilities and terms of reference will be prepared and approved by the Board of Governors, and any changes will be approved at such time revision is deemed desirable. A full description of all committee duties can be found in the Handbook of the IETS Board of Governors, which shall be available to all members on the IETS website.

Article X -Election Procedures

Section 1. Election for members of the Board of Governors and for the position of vice-President shall be by mail or electronic ballot, by Regular Members following publication of the names and biosketches of the candidates. Votes shall be counted by the Business Office, which will communicate the results to the Board of Governors. In the event of a tie for the positions of Governor or vice-President, the outcome shall be decided by a ballot among the Board of Governors.

Article XI -Fiscal Year

Section 1. The fiscal year shall commence on the first day of July and shall end on the 30th day of June.

Article XII -Seal

Section 1. The Society shall have a seal of such design as the Board of Governors may adopt.

Article XIII -Amendments

Section 1. Amendments to the bylaws may be made by the affirmative vote of two-thirds of the members present and entitled to vote at any duly called meeting of the Society provided ninety (90) days notice of such proposed amendments has been given by a Regular member of the Society to the President. The Executive Committee of the Society shall constitute a Bylaws and Resolutions Committee, and all resolutions and amendments proposed to the bylaws shall be evaluated by the Executive Committee. This committee will notify the membership of the proposed amendments in the notice of the meeting at which the vote on the proposed amendments will be taken.

Article XIV -Limitation of Liabilities

Section 1. Nothing herein shall constitute members of the Society as partners for any purpose. No member, officer, agent or employee of the Society shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Society. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his/her willful misfeasance.

Article XV -Properties and Funds of the Society

Section 1. The Society shall hold title to all property and funds, and shall have the right to powers vested in the laws of the State of Nebraska in which it is incorporated.

Section 2. All current operating funds of the Society shall be deposited in banks covered by Federal Deposit Insurance.

Article XVI -Dissolution

Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Governors in accordance with the laws of the State of Nebraska.