

BYLAWS OF THE INTERNATIONAL SOCIETY FOR PRENATAL DIAGNOSIS
10 July 2010

ARTICLE 1

Name, Purposes and Powers

- Section 1.1 Name.** The name of this organization shall be the International Society for Prenatal Diagnosis (the “Society”).
- Section 1.2 Purposes.** The principal purposes of the Society shall be to stimulate, support, and promote education, research, and knowledge in the field of prenatal diagnosis. More specifically, the purposes of the Society shall be to advance the art and science of all aspects of preimplantation, prenatal genetics, and congenital anomalies diagnosis, prevention, screening, and treatment; foster education in and knowledge of the above areas, among members and the public, by means of international symposia, meetings, and courses; encourage the exchange of information and experience among members and between members and the public; and offer a platform from which a variety of relevant opinions may be disseminated to members, other professionals and the public.
- Section 1.3 Powers.** Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Society shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 2

Office and Agent

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

Members

- Section 3.1 Election and Qualifications.**
- (a) Election to membership in the Society shall be made by the Board of Directors pursuant to the qualifications set forth in these Bylaws and according to rules, regulations and procedures not inconsistent herewith as may be adopted and from time to time amended by the Board of Directors.
 - (b) Membership in the Society shall be open to physicians, scientists, and other individuals who are professionally involved, or have expressed an interest, in the field of prenatal diagnosis. Membership in the Society requires support of the purposes of the Society.
 - (c) Membership in the Society is a privilege, not a right. No individual shall be elected to membership or shall remain a member of the Society unless that individual is of high ethical and professional qualifications.

Section 3.2 Privileges. Professional members of the Society in good standing shall be eligible for election or appointment to office, to vote on matters submitted to a vote of the membership, to serve on committees, to attend meetings of members, and to receive information, notices and other mailings from the Society. Student membership is open to individuals who are enrolled full-time as a resident, fellow or graduate student in a program that will lead to appropriate degrees or certificates in subjects relating to prenatal diagnosis and therapy. Student members shall pay dues but shall not have voting rights nor be eligible for election to office.

Section 3.3 Duties, Dues and Assessments.

- (a) It shall be the duty of each member to keep on file with the designated office of the Society a current official address to which all notices required by applicable law or by these Bylaws may be sent. The postal or electronic mailing of a notice to such address shall be the extent of the Society's responsibility for such notice.
- (b) Members shall pay annual dues as determined by the Board of Directors and shall pay special assessments as may be deemed necessary by the Board of Directors. Dues and assessments shall be nonrefundable.

Section 3.4 Meetings of Members.

- (a) A regular meeting of the members of the Society shall be held in conjunction with and at the same location as the International Conference.
- (b) Additional regular meetings of the members may be held at such time and place as may be determined by resolution of the Board of Directors.
- (c) Special meetings of members may be called by the President or the Board of Directors or by written petition of at least ten percent of the members of the Society.

Section 3.5 Notice of Meetings.

- (a) Written notice stating the place, day, and hour of a meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, by or at the direction of the President or Secretary or the members calling the meeting, to each member of the Society at the address shown for such member on the records of the Society.
- (b) Notice of any meeting of members may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where the member attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 3.6 Quorum. Ten percent of the members of the Society in good standing, present or by proxy, shall constitute a quorum for the consideration of matters at any meeting of members.

Section 3.7 Action at a Meeting. All Professional Members of the Society may vote on matters submitted to a vote of members. Each Professional Member shall be entitled to one vote on each matter. The affirmative vote of a majority of members present and voting at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 3.8 Action without a Meeting. Any action required or permitted to be taken at any meeting of members may, at the discretion of the Board of Directors, be submitted to the members for a postal or electronic mail vote. In such event, the affirmative vote of a majority of the members shall be the act of the members; provided that, if less than all of the members vote affirmatively, the action shall become effective only if (1) at least five days prior to the effective date of the action, written notice of the proposed action is delivered to all members and (2) after the effective date of the action, prompt written notice of the taking of the action without a meeting is delivered to those members who did not approve the action.

ARTICLE 4

Officers and Directors

Section 4.1 Enumeration. The officers of the Society shall be President, President-elect, Past President, Secretary and Treasurer. In addition, there shall be six directors of the Society.

Section 4.2 Qualifications. Officers and directors shall be members in good standing. No person shall hold more one position during any term. The specific responsibilities of the officers and directors shall be enumerated in Position Descriptions. The Position Descriptions shall be adopted or amended from time to time by the Board and posted to the website.

Section 4.3 Term of Office.

- (a) The Office of President-elect shall ascend to the next ranking position of President, then to Past President, and each term shall be for two years. Therefore, each individual elected to the Office of President-elect shall serve six consecutive years. The Secretary, Treasurer and directors shall hold office for a term of two years, renewable one time. Officers and directors shall not hold the same office for a third consecutive term; provided that, if an officer or director holds office by appointment due to a vacancy in the office or directorship, he or she shall hold office for the unexpired term of that office or directorship and may hold office for an additional four-year term.

- (b) The term of office of each regularly elected officer and director shall begin on the September 1 following that person's election. Each officer and director shall hold office until August 31 of the final year of the officer's or director's term of office and until a successor has been elected and qualified, or until such officer's or director's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer or director shall not of itself create any contract rights.

Section 4.4 Election.

- (a) All members entitled to vote shall have the privilege to elect Officers and Directors as designated herein.
- (b) Whenever these Bylaws provide for the election of an officer or director of the Society such election shall be accomplished by means of confidential postal or electronic mail ballot sent to voting members of the Society.
- (c) Each year in which an election for officers or directors is to be held, the President shall appoint a Nominating committee. The Nominating committee shall prepare a slate of candidates for such positions.
- (d) Candidates for the Board of Director positions shall have demonstrated adequate leadership experience as by the Position Description described in Section 4.2 that shall be approved by the Board and may be amended from time to time. No candidate's name shall be included on the slate unless the candidate has indicated a willingness to serve if elected.
- (e) Each voting member in good standing shall be sent an election ballot containing the slate of candidates nominated by the Nominating committee, together with a notice explaining the procedure to be followed in submitting ballots. The ballot also shall include provision for write-in candidates.
- (f) Election shall be by plurality vote of the members submitting ballots in such election.

Section 4.5 Resignation. Any officer or director may resign at any time by giving notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation need not be accepted in order to be effective.

Section 4.7 Removal.

- (a) An officer or director of the Society may be removed for cause. Cause for removal may be found where the Board of Directors has determined that the officer or director has neglected his or her duty as an officer or director, has engaged in improper conduct prejudicial to the interests of the Society, has violated the law, the Articles of Incorporation, or these Bylaws, or has engaged in other activity deemed to be cause for removal by the Board of Directors.
- (b) An officer or director of the Society may also be removed if s/he has a serious or incapacitating illness or accident, which renders the officer or director

unable to perform the responsibilities set forth in the Position Description for an extended or undefined period of time.

- (c) Officers and directors may be removed by the affirmative vote of two-thirds of the voting members of the Society present and voting at a meeting for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more officers or directors named in the notice is delivered to all voting members. Only the named officer(s) or director(s) may be removed at such meeting. The removal of an officer or director shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.7 Vacancies. A vacancy in any office or in any directorship shall be filled by appointment by the Board of Directors until the next regular election of the Society.

Section 4.8 Inurement of Income and Compensation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes. No officer or director shall receive any compensation for service as an officer or director, except that an officer or director may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer or director.

ARTICLE 5

Board of Directors

Section 5.1 General Powers and Duties.

- (a) The affairs of the Society shall be managed by or under the direction of its Board of Directors.
- (b) The Board of Directors of the Society shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:
1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the Society in order to promote the purposes of the Society;
 2. To establish administrative policies, rules, and procedures governing the activities of the Society;
 3. To transact the general business of the Society;
 4. To elect members to the Society;
 5. To call regular and special meetings of the Society as may be required;
 6. To represent the Society and present the Society's views and opinions to the public;

7. To organize and sponsor conferences, symposia, workshops and other educational meetings on topics of interest to members and to the public;
8. To foster and establish publications relating to the field of prenatal diagnosis;
9. To coordinate and promote the exchange of scientific information among members; and
10. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

Section 5.2 Size and Composition.

- (a) The Board of Directors of the Society shall consist of eleven (11) members.
- (b) The Board shall be composed of the Past President, President, President-elect, Secretary, and Treasurer, each of whom shall serve plus six directors. Hereinafter, all members of the Board of Directors generally shall be referred to as directors.
- (c) The Editor-in-Chief of the Society's Journal shall serve *ex officio* as the Journal's advisor to the Board of Directors; provided that, if the Editor-in-Chief also serves as an officer or director of the Society, he or she shall designate an individual to serve as the Journal's advisor to the Board. The Journal's advisor to the Board of Directors may, at the discretion of the Board, be present at meetings of the Board but may not vote.

Section 5.3 Meetings of the Board of Directors.

- (a) A regular annual meeting of the Board of Directors of the Society shall be held, and additional regular meetings may be held, at such time and place as shall be determined by resolution of the Board, without necessity of notice other than such resolution.
- (b) Special meetings of the Board of Directors may be called by the President or upon the written petition of any three directors, and written notice of such special meeting shall be given at least ten days in advance thereof to each director.
- (c) Notice of any regular or special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.4 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority of directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.5 Action at a Meeting. Each director shall be entitled to one vote. The affirmative vote of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.6 Proxy Prohibited: Presumption of Assent.

- (a) No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in section 5.8 of these Bylaws.
- (b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless such director's dissent or abstention is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 5.7 Attendance by Telephone. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 5.8 Action without a Meeting.

- (a) Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Society. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.
- (b) Either the Board of Directors or the Executive Committee may determine that a particular action shall be taken by e-mail consent. In such instance,

unanimous e-mail consent shall be required and the decision shall be ratified at the following meeting of the Board of Directors. Such e-mail consent may only be used for routine or generally agreed upon actions. Matters that are sensitive or have serious consequences that have not been discussed by the Board of Directors shall require a meeting of the Board prior to vote.

Section 5.9 Conflict of Interest

- (a) A director who is directly or indirectly a party to a transaction with the Society shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the members, the Board of Directors, or any committee considering such transaction prior to any action by the members, the Board of Directors, or such committee to authorize, approve, or ratify such transaction. A director is indirectly a party to a transaction if the director has a material financial interest or is an officer, director, or general partner in an entity which is a party to the transaction.
- (b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of members, the Board of Directors, or a committee is present, but may not be counted when action is taken on the transaction.

ARTICLE 6
Committees

Section 6.1 Committees.

- (a) The Board of Directors may by resolution create one or more standing or special committees of the Society and appoint directors and other members of the Society to serve on such committee(s), the majority of whom need not be directors. Committees of the Society may not act on behalf of the Society or bind it to any action, but may make recommendations for actions to the Board of Directors.
- (b) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee. Committee members shall be Society members in good standing.
- (c) Each committee of the Society shall provide a report on its activities prior to or at each regular meeting of the Board of Directors, and such other reports as the Board of Directors may request.

Section 6.2 Action of Committees. A majority of a committee shall constitute a quorum. The affirmative vote of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Society may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar

communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Society shall determine the time and place of committee meetings and the notice required for such meetings.

Section 6.3 Special Interest Groups (SIG). The Board of Directors encourages the growth and development of the professional interests of its members and may from time to time create one or more Special Interest Groups (SIG) for specified purposes and shall appoint members of the Society to serve as chair or co-chair of each SIG. The number of SIG members and the functions of SIG shall be set forth in the resolution creating such SIG. Each SIG shall make an annual report on its activities to the Board of Directors and such interim reports as the Board of Directors may request.

ARTICLE 7

Disciplinary Action

Section 7.1 Nonpayment of Dues and Reinstatement. A member required to pay dues shall be considered delinquent for failure to pay such dues and may be dropped from the rolls of the Society and deprived of all rights and privileges of membership. The Board of Directors shall establish rules for delinquency and reinstatement of members.

Section 7.2 Disciplinary Procedure. The Board of Directors may expel, suspend, or otherwise discipline any member found to be guilty of professional misconduct, or found to have acted in a manner prejudicial to the interests of the Society.

Section 7.3 Consequences. Any member whose membership has been suspended or terminated shall forfeit all rights and privileges in the Society and shall not thereafter hold himself or herself out as a member of the Society.

ARTICLE 8

Contracts and Financial Transactions

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in the name of the Society unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances. No loan shall be made by the Society to a director or officer of the Society.

Section 8.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Society,

shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer and countersigned by one other officer.

Section 8.4 Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.5 Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

ARTICLE 9

Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep such records at its registered office or principal office a record giving the names and addresses of its members, directors, officers, and committee members. All books and records of the Society may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 10

Fiscal Year

The fiscal year of the Society shall be the calendar year.

ARTICLE 11

Notices

Section 11.1 Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice whatever is required to be given to any officer, director, or member of the Society, such notice may be given in writing by postal or electronic mail. Such notice shall be deemed to be given at the time it is sent.

Section 11.2 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

ARTICLE 12

Rules

All deliberations of the Society, its Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order Newly Revised, when not in conflict with the law, the Articles of Incorporation, or these Bylaws.

ARTICLE 13

Nondiscrimination

The Society shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

ARTICLE 14

Indemnification and Insurance

Each person who at any time is or shall have been a director, officer, employee, or agent of the Society or is or shall have been serving at the request of the Society as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the Society may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 15

Dissolution

Upon the dissolution of the Society, the Board of Directors shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the Society, and shall return, transfer, or convey any assets held by the Society upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board of Directors shall distribute the assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue Code of 1986 (or corresponding section of any future Federal tax code) or shall be distributed to the Federal State or local government for a public purpose.

ARTICLE 16

Amendments

Section 16.1 Authority. These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the Society are consistent with the law and the Articles of Incorporation.

Section 16.2 Procedure for Amending Bylaws.

- (a) A duly proposed amendment may be initiated by either of the following: (1) by recommendation of the Board of Directors; or (2) by a petition submitted to the Board of Directors containing the signatures of not less than ten percent of the members of the Society; provided that, the proposed amendment has been evaluated by the Board of Directors for consistency with the law, and the Articles of Incorporation.
- (b) A duly proposed amendment shall be adopted by the affirmative vote of two-thirds of the members of the Society present and voting at a meeting of the members at which a quorum is present.

ADOPTED: October 13, 1995

REVISED: 10 July 2010