

International Chinese Hard Tissue Society (ICHTS)

BYLAW

ARTICLE I. OFFICES

The principal office of the corporation shall be located where the elected ICHTS president lives. The offices for each chapter of ICHTS shall be located where the chairperson of that chapter lives. The corporation may have such other offices as the Board of Directors may determine.

ARTICLE II. PURPOSE

The purpose of the corporation shall be those non-profit purposes stated in the Articles of Incorporation, and amended as needed.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERSHIP STATUS

The corporation shall be a membership corporation. A person's membership in the corporation shall terminate upon his/her death, resignation, or his/her removal by vote of the membership at board meetings. The classification of membership shall be as follows:

Regular member: Any person working in hard tissue and related fields

Student member: Any person enrolled at an institution with a major in hard tissue or related fields

Corporate member: A representative from any corporation making a significant contribution to further the objectives of the Society

Sponsor member: Any interested person not working in the hard tissue area but making a substantial contribution to further the objectives of the Society

Honorary member: Any world-renowned hard tissue scientist

Member emeritus: Any regular member who retires from his/her position due to age or disability may petition Council for emeritus status.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

Members must have demonstrated an interest in the field of hard tissue or related fields as well as promoting scientific interest in persons with or without Chinese background. Any person who is qualified for membership may apply to become a member of the corporation by submitting his/her online application at www.icht.org. Any person who attends the ICHTS meetings or workshops held by ICHTS is qualified to become a member. The Board of Directors will determine the granting of corporate, sponsor and honorary membership.

SECTION 3. PRIVILEGES OF MEMBERSHIP

Members may participate in the scientific and education meetings of the corporation. Members may vote at the business session of the annual meeting on those matters herein provided, and any member may be eligible to be elected as a member of the Board of Directors or to be appointed as an Officer by the President to serve as a committee member as stated in these Bylaws.

SECTION 4. MEMBERSHIP DUES

Annual membership dues are strongly encouraged for all members, but on a voluntary basis. The Board of Directors shall determine any changes in such assessment.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP AND NUMBER OF DIRECTORS

The management of the Society shall be vested in the Board of Directors (also referred to as the "Council") consisting of the Council Chairperson, the President, the President-elect, the immediate Past President, and all Councilors. Five members of the Council shall constitute a quorum. The number of Directors may be changed from time to time by amendment of these Bylaws duly made, provided however that the number of Directors shall not be less than three (3).

SECTION 2. POWER

The Board of Directors of the corporation shall manage the property and affairs of the corporation. The Board of Directors shall have and is vested with all power and authority, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, and to do or cause to be done any and all lawful things for and on behalf of the corporation.

All income and property of the corporation shall be applied exclusively for its not-for-profit activities. No part of the net earnings or other assets of the corporation shall be used to the benefit of any Director, Officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the corporation.

The Board of Director shall have the authority to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any Director or Officer of the corporation as specified in these by-laws; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoke proceedings therefore; and adopt a plan for the distribution of the assets of the corporation. The Board of Directors shall have the authority to establish affiliation relationships with other non-profit organizations for the purpose of advancing the general aims of the society. The activities resulting from such affiliations shall be made known to all members of the Society.

SECTION 3. ELECTION DUTIES AND TERMS OF OFFICE

Each Director named in the Articles of Incorporation shall hold office unless sooner removed or disqualified, until the first annual meeting of the Board of Directors of the corporation, until his/her successor is duly elected and has commenced his/her term of office.

1. Chairperson of the Board of Directors

A Chairperson of the Board of Directors shall be elected by and from the members of the Board of Directors at the Society's Board of Directors meeting. His/Her term shall be determined by the Board of Directors or two years, whichever is shorter.

The Chairperson shall in general supervise all of the affairs conducted by the Board of Directors. He/She or a member of the Board of Directors appointed by him/her shall preside as Chairperson at all meetings of the Board of Directors.

2. Board of Directors

Board of Directors shall be elected every year to serve for a period of three years and shall assume office on the next day of the Society's Annual Meeting following his/her election. The total number for Board of Directors should be 15 and 5 new members of Board of Directors should be elected each year. The Board of Directors shall decide the number of the Board of Directors in each election. Persons elected to the Board of Directors shall be eligible for immediate re-election for another term on expiration of their term of office. If a Board of Directors' position becomes vacant by reason of death or resignation, or otherwise, the Board of Directors shall appoint a successor who shall serve for the remainder of the unexpired term or until his/her successor is duly elected, qualified, and begins to serve.

3. President

The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He/she shall preside as Chairperson at all business and scientific meetings of the members. He/she may sign, with the Secretary-Treasurer or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed.

4. President-elect

A President-elect shall be elected every two years and shall assume office on the next day of the Society's Annual Meeting following his/her election. The President-elect shall become President after serving one year as President-elect. Following one term (two years) as President, he/she shall serve as Past President for one year. If the office of the President becomes vacant, Vice President shall succeed to this office and serve out the rest of the term.

5. Vice-President:

A Vice-President should be appointed by the President and approved by the Board of Directors. The term of the Vice-President should be the same as the President (two years) unless other changes are recommended by the President and approved by the Board of Directors.

The Vice-President should in general assist the President in supervising and controlling all of the business and affairs of the Society and the specific tasks assigned by the President. If the office of the President becomes vacant, the Vice President shall succeed to this office and serve out the rest of the term.

6. Secretary

A Secretary shall be appointed every two years by the President and approved by the Board of Directors and shall assume office on the next day of the Society's Annual Meeting following his/her appointment. If the office of Secretary becomes vacant, a temporary substitute will be appointed by the President and approved by the Board of Directors to serve out the rest of the term

The Secretary or a member of the administrative staff of the Society under the supervision of the Secretary shall have charge of the mailing of abstracts of papers to be presented at the corporation's annual scientific meeting to all members; keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; insure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

7. Treasurer

A treasurer shall be appointed every two years by the President and approved by the Board of Directors and shall assume office on the next day of the Society's Annual Meeting following his/her appointment. His/Her term shall not exceed the term of the President or two years, whichever is shorter. He/She may be terminated by mutual agreement in writing between him/her and the President, and approval by the Board of Directors.

The Treasurer of the Society under the supervision of the President shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected; collect all dues from members; keep a register of the post office address of each member which shall be furnished to the Treasurer by such member; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 4. COMPENSATION

The Board of Directors and other Officers of the Society as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. A Director may be reimbursed for his/her actual expenses reasonably incurred in attending meetings other than annual meetings and in rendering services to the corporation in the administration of its affairs.

SECTION 5. RESIGNATION

Any Director may resign from the Board of Directors of the corporation; such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the corporation, as such resignation shall provide.

ARTICLE V. MEETING OF MEMBERS AND BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS OF MEMBERSHIP

(a) Notice. The regular annual business and scientific meetings of the members of the corporation shall be held once yearly. Notice of the annual meeting, including the business to be conducted and the scientific papers to be presented, shall be given in writing to all members

of the Corporation by mail or by e-mail no less than twenty (20) days before the date of the first session of such meeting.

(b) Quorum. The presence of fifty (50) members shall be requisite for, and shall constitute a quorum for the transaction of business at the annual business meeting of the corporation's membership. The act of a majority of the members present at an annual meeting at which a quorum is present shall be valid as the act of the corporation, except in those specific instances in which a greater number may be required by the General Not-for-Profit Corporation Law of the State of Massachusetts, the Articles of Incorporation, or these Bylaws.

(c) Adjournment. If a quorum shall not be present at any such annual business meeting, the members present shall have the power, successively, to adjourn the meeting.

(d) Voting. Each member shall be entitled to cast one vote, either in person or proxy, on issues requiring approval of the membership.

(e) Matters Subject to Membership Vote. Members shall elect Councilors and Officers by ballot as provided herein, amend these Bylaws, and act upon those matters and committee reports brought before them by the Officers of the corporation either by ballot or by general meeting. Members may introduce additional matters for consideration by the membership upon a showing to the Chairperson of the meeting that the consideration of such matters has the support of at least twelve (12) members who are in attendance and participating in the meeting, provided that such additional matters are permissible subjects for membership action under the Massachusetts General Not-for-Profit Corporation Law.

(f) Scientific Meetings. The format, conduct, and content of the scientific session of the annual meeting shall be established by the President of the corporation, or by any program committee or program chairperson duly appointed by him/her.

SECTION 2. MEETINGS OF DIRECTORS

(a) Annual Meeting. The regular annual meeting of the Board of Directors shall be held prior to or immediately preceding and in the same location as the annual meeting of the membership, as herein before prescribed.

(b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, President or the Executive Committee. The Chairperson or the President shall fix the time for holding any special meeting of the Board called by him/her or the Executive Committee. The special meeting can be either in person or through teleconference arranged by the Chairperson or the President.

(c) Notice. Notice of any annual or special meeting of the Board of Directors shall be given at least twenty (20) days previously thereto by written notice delivered personally or sent by mail or electronic message to each Director at his/her address as shown by the records of the corporation.

(d) Quorum. The presence of a majority of the whole Board of Directors shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is

present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by the General Not-for-Profit Corporation Law of the State of Massachusetts, the Articles of Incorporation, or these Bylaws.

(e) Adjournment. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement of such meeting, to a specified date.

SECTION 3. VOTING

Each Director present at any meeting shall be entitled to cast one vote on each matter presented before such meeting for vote of the Directors.

ARTICLE VI. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Chairpersons of the, Nomination, Publication, Education, China Development, Public Relation, and Scientific Program Committees. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the corporation. The Executive Committee can meet in person or through teleconference as organized by the President. Each committee should report their activities every 6 months to the president and reports should be published as a newsletter on the web site of ICHTS.

SECTION 2. NOMINATION COMMITTEE

The President shall appoint a chairperson for the Nomination Committee. The chairperson of the Nomination Committee will select at least five members of the corporation to serve as the committee members. The slate of nominees will be prepared within two (2) months after the formation of the committee. The nomination committee shall nominate at least two (2) members for each post. The members shall elect by mail ballot or by e-mail. The nominee who receives the most votes is elected to the position.

The Secretary or the Administrative Assistant of the Society shall tabulate the ballots and report the results to the President and Executive Committee. He or she shall preserve the ballots for a period of at least one (1) year.

SECTION 3. AUDIT COMMITTEE

The President shall appoint annually an audit committee of three (3) members, to review the books of the corporation and to report thereon at the annual membership meeting.

SECTION 4. CHINA DEVELOPMENT COMMITTEE

The President shall appoint a development committee of at least three (3) members to review the present working of the Society and develop future plans for the development of the Society in activities related to China. The findings of the committee shall be reported at the annual membership meeting for further action.

SECTION 5. EDUCATION COMMITTEE

The President shall appoint annually an education committee of at least three (3) members to inform the membership of the opportunities of continuing education, idea exchange, direct collaboration and new job placement. The findings of the committee shall be made available to all members in the Society newsletter.

SECTION 6. PUBLICATION COMMITTEE

The President shall appoint annually a publication committee of at least three (3) members to organize the publication of a Society newsletter. One of the appointed members shall serve as the Chairperson. The members of the publication committee may avail themselves to all members in the Society by providing editorial assistance for scientific publications when a satisfactory arrangement can be made between the two parties.

SECTION 7. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Board of Directors, and the President of the corporation shall appoint the numbers thereof. The Board of Directors of the corporation thereof may remove any member whenever, in its judgment, the best interests of the corporation shall be served by such removal.

SECTION 8. TERM OF OFFICE

Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. There is no limitation as to the number of committees each member may serve concurrently. Serving as a current Officer of the corporation does not exclude one to serve at any of the committees mentioned above.

SECTION 9. CHAIRPERSON

The President of the corporation shall appoint one member of each committee as the chairperson.

SECTION 10. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 11. QUORUM

Unless otherwise provided by a resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 12. RULES

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1. OFFICERS

The Officers of the corporation shall be the President, Vice-President, Secretary, and such other Officers as may be appointed in accordance with the provisions of this Article. The Board of Directors may appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers shall serve one term in any given office. At the expiration of an Officer's term of office he/she may be elected to the Board of Directors as a Councilor, President or Secretary if he/she had not served as the said position immediately before becoming an Officer.

SECTION 3. REMOVAL

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

ARTICLE VIII. AMENDMENTS

Amendments to these Bylaws shall be made upon the vote of a majority of the members by mailed ballot or e-mail, following the presentation of proposed amendments and discussion at the corporation's annual business meeting. Amendments may be placed before the annual meeting of the membership for consideration by the petition of at least five members to the Chairperson or by a vote of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may, during the period between annual business meetings of the membership, adopt temporary amendments to these Bylaws, and such temporary amendments shall have full force and effect until accepted or rejected by the vote of the membership at the next succeeding annual business meeting.

Bylaws of the International Chinese Hard Tissue Society, Inc.