

**BYLAWS OF
INTERNATIONAL MYELOMA SOCIETY (IMS)**

Section 1 – PURPOSE

The aims and purposes of this corporation are to promote research, education, clinical studies (including diagnosis and treatment), workshops, conferences and symposia on all aspects of multiple myeloma worldwide.

Section 2 – MEMBERSHIP

(A) Active Membership

Any person who is, or has been, engaged in research, teaching or practice in connection with multiple myeloma or related disorders is eligible for election as an active member. Active membership may be granted to an individual on application to the treasurer and payment of dues. Any member may submit to the treasurer or the Board of Directors (hereinafter “Board”) the name and address of any qualified person who wishes to become a member. Membership is contingent on payment of the initiation fee (if any), and the current dues and assessments (if any) established by the Board. Active members have the right to attend meetings, to hold office, to sponsor candidates for office and to serve on committees.

Any person denied membership may appeal to the Board in writing but only if given permission by the Board may such person appear before the Board in person to appeal such denial. The Board’s decision shall be final.

(B) Emeritus Membership

After retirement, an active member, on application to the secretary, may be granted emeritus status by the Board. Emeritus members shall not be required to pay dues or assessments. They may attend Society functions, but must pay registration fees therefore. Emeritus members who wish to receive the Society publications must pay subscription fee(s) therefore. Emeritus members may not vote or hold office, but may attend, speak at meetings and serve on committees.

(C) Termination of Membership

(1) Expiration

Membership expires

- (a) Upon death of the member.
- (b) After resignation via a written request to the Board, which will take effect at the beginning of the following calendar year.
- (c) After nonpayment of dues for two consecutive years. The member may be reinstated after payment of all dues which are in arrears.
- (d) After expulsion.

(2) Expulsion

Membership in this Society shall be deemed a privilege. If at any time a member of the Board is of the opinion that the interests of the Society require the expulsion of a

Society member, he/she may submit the issue to the Board. Voting on such an issue shall be by secret ballot. If two-thirds of the Board members present and voting vote for expulsion of the member, he/she thereupon shall cease to be a member. Prior to the consideration of such an issue the member shall be entitled to attend the portion of the meeting at which this issue is to be considered and shall be allowed to speak on said issue for a reasonable amount of time as determined at the discretion of the person chairing the meeting. The Board's action shall be final.

Section 3 – DUES AND ASSESSMENTS

Active members must pay dues and assessments, if any, as set by the Board.

Section 4 – FEES

Both active and emeritus members shall be required to pay fees, if any, for attendance at Society functions.

Section 5 – MEETINGS OF MEMBERS

(A) Except as otherwise set by the Board, the Society shall hold a scientific meeting every two years in various locations in the world.

(B) Members in good standing may apply for the site and workshop organizer of the next biannual meeting. Such biannual meetings are to be planned and carried out by a workshop organizer and site appointed by the Board. An agreement between the

Board and the organizer should be approved before the meeting and this contract would state that the organizer is to be responsible for any financial loss and that any profit should be split 50%/50% between the Society and the organizer. The organizer shall appoint a local committee which will be in charge of and be responsible for all physical and financial arrangements for the said meeting. The organizer shall be responsible for appointing an International Advisory Committee. This should include no less than 5 members of the Board of Directors.

A register of the members and non-members present at each meeting of the Society shall be provided to the Board through the Secretary, by the organizing Committee and shall be provided by the Secretary to subsequent Symposium Organizers. After the Biannual Meeting, the Workshop Organizer shall prepare a statement of income and expenditure to be presented to the Board through the Treasurer.

(C)The president shall appoint a parliamentarian for the meetings of members.

(D)The Board is authorized to provide financial support and/or agree to provide such support for said meetings and to do so a reasonable period in advance of said meetings. The organizer shall provide detailed information concerning said meetings, estimates of anticipated costs therefore, and proposed fees to be charged to members and others for attendance. The Board shall review all of said data, indicate its

approval and/or recommendations for changes, and indicate the financial support it offers.

- (E) The members shall be notified of biannual meetings no later than two months prior to said meetings. Said notice shall include the names of Board members and any office subject to election at said meetings.

Section 6 – BOARD OF DIRECTORS

(A) Membership

The Board of Directors shall consist of the following individuals:

The President

The Vice President – Shall succeed to the presidency

The Secretary

The Treasurer

The immediate past president of the Society

A minimum of 7 and a maximum of 10 other active members.

(B) Duties and responsibilities of the Board.

Except as otherwise set forth in these bylaws, all business of the Society, and responsibility therefore, shall be conducted by the Board. Such activities of the Board shall include, but not be limited to, the discussion of accounts, policies, and general directives of the Society, nominations for Board and officer positions, proposed

changes to the Society's Articles of Incorporation and Bylaws and other matters affecting the Society.

**Section 7 – ELECTIONS AND TERMS OF OFFICERS
AND OTHER MEMBERS OF THE BOARD**

(A) Nominations

Unless it selects another committee to do so, the Board shall serve as a nominating committee. The Nominating Committee shall recommend candidates for all positions to be filled. The Nominating Committee's report (ballot) shall be sent to the members at least two months before the biannual meeting.

All members of the Board who are subject to election are eligible for reelection and serve for a maximum of two consecutive full terms. In addition to those individuals nominated by the Nominating Committee, any member of the Society, who has obtained the written consent of the nominee, may nominate any member to an appropriate category of Board membership. Any such nominations must be sent to the secretary at least three months prior to the business meeting at the next biannual meeting.

(B) Elections

Prior to the biannual meeting, the ballots should be sent to members of the Society 6 weeks prior to the biannual meeting so that each active member may vote. The results of the election will be announced at the biannual business meeting.

Elections shall be by majority vote of those voting unless more than two candidates are nominated, in which case election shall be by a plurality of those voting.

Section 8 – TERMS OF OFFICE

Except as otherwise provided in these Bylaws, all members of the Board shall be elected for two-year terms. Members of the Board may serve two consecutive two-year terms.

Section 9 – MEETINGS OF THE BOARD, NOTICE AND QUORUM

(A) Meetings of the Board shall be called by the president with the approval of the Executive Committee or at the request of at least five (5) Board members. Notice of any such special meeting shall be given at least fourteen (14) days prior thereto by sending written notice by mail, telegraphic, or electronic means, or delivered personally to each director at the address shown on the records of the Society.

(B) Quorum

A majority of the Board or Executive Committee is necessary to constitute a quorum for opening a meeting and for the transaction of business.

Any Board member or member of the Executive Committee may participate in a meeting by telephonic means where all participants can be heard by all other participants. Any person so participating in the meeting shall be counted towards a quorum.

(C) Board or Executive Committee action without a meeting

Any action that could be taken at a meeting of the Board or the Executive Committee may be taken without a meeting when authorized in writing signed by all of the members of the Board.

(D) Voting

Except as otherwise provided herein, motions shall be passed by a simple majority of those present or otherwise participating in the meeting. All members of the Board may vote.

(E) Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person who, while acting in good faith and within the scope of their duties on behalf of the corporation, is made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative

proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as—

1. A director, officer, or member of a committee of this corporation or,
2. A director, officer, partners, trustee, or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

(F) Compensation and Reimbursement

Officers and directors shall not receive compensation for their services as officers and Directors, but by action of the Board of Directors, expenses of attendance at meetings or for conducting other business of the Corporation may be reimbursed.

Section 10 – DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

(A) President

The president shall be the principal officer of the Society. He/She shall preside over all of the meetings of the Board and meetings of the members. With the permission of the Board or the Executive Committee, the president may sign contracts or enter into business matters on behalf of the Society. Where such contracts or business matters involve a financial obligation of the Society, the treasurer also shall sign such documents. The president may invite persons other than members of the Board to attend Board meetings or portions thereof.

(B) Vice President (President elect)

The vice president (president elect) shall carry out the duties of the president in the absence of the president or in cases where the president is unable to so act. The vice president shall succeed to the office of president at conclusion of the next biannual meeting following his service as vice president.

(C) Secretary

The secretary shall keep minutes of the proceedings of members' meetings, meetings of the Board, and meetings of the Executive Committee. The secretary shall conduct such other duties as specified by these bylaws and as directed by the Board or Executive Committee.

(D) Treasurer

The treasurer shall collect all amounts due to the Society and pay all financial obligations of the Society as approved by the Board or Executive Committee. The treasurer also shall report on the financial condition of the Society at biannual meetings and as requested by the Board or Executive Committee. He/she also shall prepare a report for the Board annually, following the end of the Society's financial year. The treasurer also shall sign such documents as authorized by Section 10(A) of these Bylaws. The Treasurer shall also serve on the Organizing Committee of the Workshop.

(E) Executive Committee

There shall be an Executive Committee composed of the president, vice president, secretary, treasurer, and immediate past president. The Executive Committee shall meet (or confer as authorized by Section 9B and C of these bylaws) at least annually. The Committee shall deliberate policy issues, fill any incidental vacancy among the

Officers of the Board until the next general meeting, matters concerning expiration of membership or other matters designated by the Board.

(F) A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11 – COMMITTEES

(A) Finance Committee

The Finance Committee shall consist of the Treasurer as Chair, the President, the immediate past president, and one (1) additional member appointed by the President. This Committee shall formulate all investment policies of the Corporation, subject to the approval of the Board.

This Committee shall see that the Treasurer implements approved policies with regard to the management, supervision, and control of all financial affairs of the Corporation.

This Committee shall meet at least biannually as well as at the request of the Chair of the Board to review the financial affairs of the Corporation, and shall submit a report to the Board.

Members of this Committee shall serve a two (2) year term and are eligible for reappointment to one additional consecutive term.

(B) Audit Committee

The Audit Committee shall consist of the Vice President as Chair, and two (2) members of the Corporation who are not officers. One (1) member shall be appointed by the Board, and one (1) shall be elected by ballot by majority vote of the membership. No member of the Audit Committee may be a member of the Finance Committee. The elected member and the appointed member shall serve for terms of two (2) years and are eligible for one (1) additional consecutive term. This Committee shall be responsible for a biannual audit of the Corporation; and it shall submit a written report to the Board and the membership. Subject to the approval of the Board, the Audit Committee may retain the services of a certified public accounting firm to conduct an annual audit of the Corporation's financial affairs.

(C) Bylaws Committee

There shall be a Bylaws Committee consisting of three (3) members appointed by the President with the approval of the Board. The President shall designate one (1) of the members as the Chair. The appointed committee members shall serve for two years, but any member may be reappointed. The Bylaws Committee shall review all proposed amendments submitted by the membership and shall make written recommendations to the Board. The Bylaws Committee also may initiate proposals to amend the Article of Incorporation or the Bylaws of the Corporation and shall review the bylaws at least once every four years for appropriate changes.

(D) Appointments of Ad Hoc Committees

The Board may create such additional ad hoc committees as it deems appropriate and appoint the chairperson and membership thereof for terms specified by the Board.

Section 12 – VACANCIES

Vacancies in the Board, or any other positions appointed by the Board between biannual meetings of members, shall be filled by the Board or Executive Committee for the balance of any such terms.

Section 13 – MISCELLANEOUS

Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

Corporate Seal. This corporation shall have no seal.

**Section 14 – BANK ACCOUNTS, CONTRACTS, AGREEMENTS,
EXECUTION OF DOCUMENTS, AND CORPORATE BORROWING**

Section 14.1 Contracts and Agreements

Unless otherwise provided in these Bylaws, all contracts and agreements must be approved by the Board of Directors.

Section 14.2 Bank Accounts and Signatures

The Board of Directors shall by resolution authorize appropriate individuals to open corporate bank accounts and to execute checks, drafts, and other orders for the payment of amounts owed by the Corporation.

Section 14.3 Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 14.4 Corporate Borrowing, Encumber Assets

No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority

delegated by resolutions adopted from time to time by the Board of Directors.

Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 14.5

Members of the Society or the Board of Directors shall not be held financially responsible for any decision of the Society or the Board.

Section 15 – RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of the Corporation, the Board of Directors, and duly appointed committees, unless inconsistent with the Articles of Incorporation or these Bylaws, shall be governed by the most current edition of Robert's "Rules of Order" or other standard rules of order approved by the Board of Directors.

Section 16 – PROCEDURE FOR AMENDMENTS

Proposed amendments to these Bylaws must be submitted in writing by the Board of Directors or by five (5) members of the society to the Secretary not less than ninety (90) days prior to the next biannual meeting of members for review and recommendation. The proposed amendments shall be referred to the Bylaws Committee for review and recommendations. The recommendations of this committee shall be circulated to the members and submitted to a vote. Amendments to these Bylaws require the affirmative vote of two-thirds (2/3) of those voting members. The Articles of Incorporation of the

Association may be amended by the Board of Directors in the manner provided by Minnesota statutes.

Section 17 – AMENDMENTS NECESSITATED BY LEGAL DEVELOPMENTS

Any change in the corporate or tax status of the Corporation caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation whether Federal, State, or local, or the adoption, imposition, or implementation of any statute, ordinance, rule, or administrative or judicial decision or decree which the Board determines requires immediate amendment to the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Board of Directors by a two-thirds (2/3) vote to amend the Articles of Incorporation or these Bylaws in any respect it deems necessary to insure corporate compliance with the change or changes in the law without any prior approval of the voting membership.

Notice of the meeting and of the proposed amendment shall be given.