



International Society for Biofabrication Bylaws

(Adopted October 6, 2010)

Mission Statement

The International Society for Biofabrication (ISBF) is a scientific and professional Society which promotes advances in Biofabrication research, development, education, training, and medical and clinical applications. ISBF represents the international Biofabrication community and shall operate as a non-profit organization. ISBF's core purpose is to foster scientific and technological innovation and excellence for the benefit of humanity. ISBF shall promote the interaction between the different disciplines of the field of Biofabrication as well as between basic research and applied practice; and cooperate with other scientific organizations and communities.

Section I – NAME and PURPOSE

Article 1: Name and Residence

The name of the Society is "International Society for Biofabrication", and may be called ISBF. Henceforth, 'Society' shall refer to the ISBF in these bylaws.

Article 2: Statement of Purpose

The International Society for Biofabrication shall operate exclusively as a non-profit organization. The purpose of the Society is the promotion of scientific activities, educational/training activities in Biofabrication, the organization and implementation of scientific meetings and presentations, as well as the recognition of excellence in the area of Biofabrication.

Section II – MEMBERSHIP

Article 1: General Qualifications for Membership

Any *bona fide* scientist and professional (including industrial, educational, etc) in the field of Biofabrication may join the Society.

Article 2: Membership Categories

Society membership shall consist of the following categories:

- a. Inaugural member
- b. Regular member
- c. Student member
- d. Honorary member
- e. Lifetime member
- f. Country Chapter

Article 3: Qualifications for Inaugural Membership

Inaugural membership for the General Assembly of the Society shall be those registered non-student participants for the 2010 International Conference on Biofabrication. Inaugural members shall have all privileges and rights of any General Assembly of the Society as designated in these Bylaws.

Article 4: Qualifications for Regular Membership

All members identified in this section must possess the qualities articulated in the Section II Article 1. Unless otherwise noted, all members have voting rights and may hold elected or appointed positions (e.g. officer, auditor, director, or chair of a committee) as articulated in these bylaws.

The Board of Directors must approve the admission of the members and the designation of Country Chapters.

Article 5: Qualifications for Student Membership

A student member is an individual seeking undergraduate or graduate (a masters, doctorate, or equivalent level) degree in a university or college program and is actively involved in research in the field of Biofabrication.

Article 6: Qualifications for Honorary Membership

A Society member or committee may nominate an individual for honorary membership based on generally recognized distinction and devoted service to the field of education, science, and public service. Upon unanimous approval, the Board of Directors shall have the authority to confer upon the nominee's honorary membership with the nominees' consent. These members do not pay membership dues and have no voting rights.

Article 7: Qualifications for Lifetime Membership

All Society members are eligible to purchase a lifetime membership. Lifetime members shall have all privileges granted to Regular members and consistent with these Bylaws.

Article 8: Qualifications for Country Chapter

A Country Chapter can be formed if there are at least ten (10) members from the country.

Article 9: Membership Dues

Membership dues for each category shall be decided by the Board of Directors. If a member fails to pay membership dues for one year, his/her membership shall be subject to suspension. Such members may be reinstated upon the payment of their past and current year dues without reapplying for membership.

Article 10: Membership Cancellation

Any member can renounce his/her membership by providing a written notice to the Society President. The membership will be terminated six months after receipt of the notice by the President.

Article 11: Disciplinary Actions

In accordance with the policies and procedures adopted by the Board of Directors, the Board through simple three fourths (3/4) majority vote may suspend the rights and privileges of membership or expel any members who violate the bylaws of Society policies.

Section III – ORGANS of the SOCIETY

Article 1: Organs of the Society

The organs of the Society are (a) the General Assembly, (b) Country Chapters, (c) the Officers, (d) the Board of Directors, and a sub component which is under the supervision of the Board of Directors shall be the Executive Committee.

Article 2: General Assembly

The General Assembly is held every two years at the annual International Conference on Biofabrication and is announced to the members at least three (3) months in advance. The agenda shall be distributed before the Assembly. Any items for the agenda which have been sent to the Society President at least one month before the Assembly shall be placed on the agenda; any other agenda item shall be raised under New Business during the General Assembly. The assembly is chaired by the Society President, or in case of non-availability, by the Executive Director.

The responsibilities of the General Assembly are:

- (i) the election of the Officers and Board of Directors,
- (ii) changes to the statute,
- (iii) dissolution of the Society,
- (iv) any resolution which the Board of Directors may ask the Assembly to consider

Each Society member has one vote. Any resolution is accepted if a simple majority of the attending members vote for it. In case of a tie vote, the vote of the President shall determine acceptance. A vote on a change of the Statutes, or on the dissolution of the Society shall require a two thirds (2/3) majority of all members.

Article 3: Country Chapters

Country Chapters are formed to promote activities in the field of Biofabrication and for other purposes. Each Country Chapter shall designate a Chair, and shall follow the Society bylaws and operate within the values and standards established by the Society.

Article 4: Officers

The officers are the President, Past-President, and Executive Director. The President is elected by the Board of Directors for a term of two (2) years. The Executive Director shall be a representative of the Society Headquarters.

Article 5: Board of Directors

Members of the Scientific and Organizing Committees of the 2010 International Conference on Biofabrication and a representative of the Society Headquarters shall serve as the Inaugural Board of Directors for the Society. The next term of the Board of Directors (herein referred to as "the Board") will consist of at least 10 members who are elected by the General Assembly. Chairs of the Country Chapters will be members of the Board. In the event of a vacancy in any position, the replacement is elected or appointed according to rules and procedures set by the board. The term of the replacement is the remaining term of the replaced person.

The Board has the responsibilities of implementing the goals of the Society. The Board conducts all the affairs which are not the responsibility of the General Assembly or the President. The board shall deliberate and make decisions on recommendation to enact new bylaws or to amend the current bylaws, and approval of new and amended policies and procedures.

Article 6: Executive Committee

The Executive Committee shall be formed at the Society Headquarters and shall consist of the President, Past-President, the Executive Director, and the Society Secretary/Treasurer. The Society Secretary/Treasurer shall be a non-voting member of the Executive Committee. In order to expedite Society business, the Executive Committee may act on behalf of the Board for administrative, financial and communication matters, and any other Society activities pre-approved by the Board.

Article 7. Removal from Office/Membership

Any member of the Board may be removed from the Board by a three-quarters (3/4) majority vote of the Board. Country Chapter designation may be revoked by a three-quarters (3/4) majority vote of the Board.

Section IV- DUTIES

Article 1: President's Duties

The President is the representative of the Board of Directors of the Society. The President shall be the Chief Executive Officer of the Society, presiding at all Board, annual, scientific, and other meetings, executing all instruments requiring the signature of the President, and executing all orders and resolutions of the Board. He/she may appoint committees otherwise not provided for and announce results of elections. The President coordinates and oversees the work and functioning of all offices and committees. The President shall seek the approval of the Executive Committee on significant matters other than those previously set forth in the policies adopted by the Board. The President shall serve as Chair at Board meetings and meetings open to the general membership, including the General Assembly.

Article 2: Past-President's Duties

The President who is replaced by a new elected president continues to be an officer and member of the Executive Committee until the next election.

Article 3: Executive Director's Duties

The Executive Director shall perform duties under the direction of the President and the Board. The Executive Director shall appoint the Society Secretary and/or the Society Treasurer, and act on behalf of the Board to conduct the daily business of the Society.

Section V- MEETINGS

Article 1: The General Assembly

Special Meetings: A special meeting may be initiated at any time by (i) a majority of the Board of Directors, or (ii) by the Executive Director at the written request of at least one-tenth (1/10) of the voting regular members of record. Such request shall state the purpose of the meeting.

Meetings may be held in person at places designated by the Board and announced to the Membership. At the discretion of the Board, the members may hold meetings entirely by electronic means. In such cases, the Board must adopt procedures and guidelines to permit members to participate in the discussions and vote on motions at these meetings by means of remote communications.

Unless otherwise indicated, notice of each meeting stating the time and place where it is to be held, shall be delivered either by mail, e-mail, or fax not less than twenty (20) or more than fifty (50) days before the meeting, to each eligible member. Such communication will be conducted with the membership of record by the Society. Notice of a special meeting shall also state the purpose for which the meeting shall convene, and shall indicate the person or persons calling the meeting. Such a notice shall be directed to each member's address of record. For Internet-mediated meetings, the notice shall take the form of

posting of the agenda on the electronic meeting hall and the sending of an e-mail to alert the members to the start of the meeting.

At all General Assemblies, every voting member shall have one (1) vote. Such vote may be cast in person, by mail, or by electronic means, as authorized by the Board. All elections shall be held and all questions shall be decided by a majority of the votes cast except as otherwise provided by these Bylaws.

Article 2: The Board of Directors

The Board of Directors shall meet at least once per year, which may occur at the International Conference on Biofabrication. The President shall announce the meeting date and place to the Board members at least one month in advance and distribute the meeting agenda in advance. The President shall chair the meeting of the Board; in case he/she is not available the Executive Director shall chair the meeting. The meeting shall be conducted according to the standard procedural rules. For Internet-mediated meetings, the notice shall take the form of posting of the agenda on the electronic meeting hall and the sending of an e-mail to alert the members to the start of the meeting.

The Board may hold meetings entirely or in part by remote communication, including email, fax, and postal mail. In such case, the board must adopt procedures and guidelines to permit members to participate in debate and to vote at the meeting by means of remote communications. Meetings may be held in person at places as designated by the Board. Unless otherwise restricted by these bylaws, the board may decide to vote by mail or by electronic means, without a meeting in person, on a stated proposal.

At all meetings of the board, every voting member shall have one (1) vote. Such vote may be in person, by mail, or by electronic means, as authorized by the board. All questions shall be decided by a majority of the votes cast. In case of a tie vote, the vote of the President shall determine acceptance.

Section VI - ELECTIONS

Article 1: Elections

Society holds elections biannually for electing Board members. Nominations shall be submitted via email and voting is to be conducted in person at the General Assembly, and via email for those members not attending the meeting of the General Assembly.

Article 2: Eligibility to Run for Board of Directors and to Vote

Only non-student members may run for membership on the Board of Directors. To avail themselves of these rights, members must have paid their membership dues for the current year at least 30 days prior to a vote. A nominee for any elected position must have been a member of the Society for at least 12 months at the start of the voting for election. Nominations to the Board shall be made in writing to the Board of Directors at least three months before the election. Any nomination shall be accepted by the Board if it is supported by at least ten Society Members. The Board shall be responsible for having more candidates on the ballot than there are open positions on the Board.

Article 3: Election of Board Members

The members of the Board of Directors (except the Chairs of Country Chapters) shall be elected by all members of the Society. The election shall take place by secret ballot every two years at the meeting of the General Assembly or through email voting. The voting process is managed by the Executive Committee.

The terms of the Board Members commence at the 1st day of January following the election. The Board of Directors may elect non-voting members for a period of two (2) years. Re-election is possible. A third

two-year term shall only be possible after a two-year break. The specific responsibility of each non-voting member has to be specified upon his/her election.

Members of the Board of Directors shall meet at least once a year. They shall be notified by the President well in advance of the day of the next board meeting. Members who cannot attend a meeting may vote by proxy or by sending their vote on the items identified on the agenda to the President prior to the meeting. Members who miss two consecutive Board Meetings are subject to forfeiture of membership at the discretion of the Executive Committee. The President of the Society is elected by the members of the Board of Directors in a secret ballot for a term of (2) two years.

Section VII - FINANCE

Article 1: Annual Reports

The following items shall be reported to all members after the approval of the board:

- a. The final income & expense statement and the final business report for the previous year by the President (or past-president)
- b. The business plan and budget for the current year by the current President
- c. Other items deemed necessary by the board

Article 2: Funds

The funds required of the purposes of the Society shall be raised from:

a. Membership fees:

Inaugural Member: All registered participants for the 2010 International Conference on Biofabrication shall be granted Inaugural Membership status without fee. The term of this membership shall be from October 1, 2010 to December 31, 2010.

Regular Member: Fees for regular Society membership status are \$80 US per year. An annual membership term is defined from January 1 to December 31.

Student Member: Fees for student Society membership are \$25 US per year. An annual membership term is defined from January 1 to December 31.

Honorary Member: Honorary membership may be conferred for an unspecified term as provided in S.II.A5 and carry no fee.

Lifetime Member: Any regular member may purchase a lifetime membership for \$1,000 US. Lifetime members shall have all privileges granted to Regular members and consistent with these Bylaws.

- b. Educational/training activities including the granting of certification for a course of study
- c. Sponsorship, contributions, and donations
- d. Other sources of income derived from Society businesses
- e. Other contributions

Article 3: Fiscal Year

The fiscal year of the Society shall commence on January 1 and end on December 31.

Article 4: Bank Accounts and Financial Transactions

The designated Society Headquarters shall maintain all Society funds. Only the President can authorize financial transactions on behalf of the Board, and his/her signature shall suffice for these transactions.

Section VIII – MISCELLANEOUS

Article 1: Language

The official language of the Society shall be English. To facilitate communication the Board of Directors may from time to time distribute information to a Country Chapter in the language of the chapter.

Article 2: Conferences

The Society shall help to promote and organize an annual **International Conference on Biofabrication**.

Article 3: Publications

The official journal of the Society is *Biofabrication*, published by IOP Publishing.

Article 4: Amendment of Bylaws and the Dissolution of the Society

Any changes of the Statutes of the Society will have to be proposed by the Board and will have to be approved by a majority of the two thirds (2/3) of the regular members of record of the Society.

The Society shall be dissolved when two thirds (2/3) of its regular members of record vote at a General Assembly for its dissolution. The General Assembly shall at that time also decide how to dispose of the assets of the Society.

Article 5: Adoption

These bylaws were adopted at the meeting of the first General Assembly, held at the 2010 International Conference on Biofabrication in Philadelphia on October 6, 2010.

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