

ARTICLE I. Microcirculatory Society

Section 1: The name of this organization is The Microcirculatory Society, Inc. (hereinafter known as the Society). The official abbreviation for the name is MCS.

ARTICLE II. Purposes

Section 1: The purposes of the Society are to actively encourage and promote all forms of innovative basic, translational, and clinical research and teaching leading to an increase in understanding of microcirculatory structure and function in health and disease.

ARTICLE III. Membership

Section 1: The Society shall consist of regular members, student members, emeritus members, honorary members, supporting members, and sustaining members. The society does not discriminate on the basis of race, ethnicity, sex, sexual orientation, gender identity, religion, disability, or national origin. Membership is not restricted on the basis of geographic location.

Section 2. Regular Members. Regular Members. Any person who has contributed to the increase in knowledge of the microcirculation, and is presently engaged in such work, shall be eligible for election to regular membership in the Society. Typically, a regular member shall hold a doctoral degree although this criteria can be waived in cases where the applicant demonstrates considerable experience/involvement in microcirculation research. A regular member may attend and participate in the business meetings of the Society and is entitled to one vote.

Section 3. Student Members. Any person who is engaged as a full-time graduate or medical student in a recognized University program, and is actively involved in research on the microcirculation or associated phenomena shall be eligible for election to student membership in the Society. Except in unusual circumstances, a student member shall not hold a doctoral degree. A student member may attend and participate in the business meetings of the Society, but shall not have the right to vote.

Section 4. Emeritus Members. On approval by the Council, a regular member, after 20 years of regular membership or on retirement from regular employment, may, upon his or her written request, become an emeritus member. Emeritus members may attend and participate in business meetings of the Society and shall have the right to vote.

Section 5. Honorary members. Individuals who have distinguished themselves by outstanding contributions in the study of microcirculatory phenomena may be elected honorary members by a special act of commendation by the President, with approval of the Council. Any such membership may be terminated by the President with the approval of the Council. Honorary members may attend and participate in the business meetings of the Society, but shall not have the right to vote.

Section 6. Supporting members. Any regular member who voluntarily contributes \$250 or more annually over and above the dues of regular members shall be denoted a supporting member.

Section 7. Sustaining members. Individuals and organizations that have an interest in the purposes of the Society and wish to contribute to its support may be invited by the President, with the approval of the Council, to become sustaining members. Any such membership may be terminated by the President, with the approval of the Council. Sustaining members may not attend or participate in business meetings of the Society and shall not have the right to vote.

Section 8. Nomination and election of members. Individuals interested in joining the Society will submit appropriate forms through the Society's web site or other available means of communication. The Membership Committee shall receive these proposals and refer them with its recommendations to the President for approval.

Those persons whose proposals are approved by the President shall be nominated for election to membership by a ballot of the Council using approved forms of communication. A two-thirds (2/3) majority positive vote by Council shall be required for election. Receipt of nominations and election to membership shall be carried out on a continuing basis throughout the year.

ARTICLE IV. Officers

Section 1. Council. The management of the Society shall be vested in its Council (all of whom must be regular members of the Society), with powers of direction, consisting of the President, President-Elect, immediate Past-President, Secretary, Treasurer, and six additional regular members elected by the members by a vote of the membership (through acceptable means of communication as deemed by Council). The Council, upon majority vote at any business meeting, may employ nonmembers to assist the Executive Committee on specific tasks outlined in the Operations Manual. The President and President-Elect shall not succeed themselves after having served a full term. The terms of President and President-Elect shall be for two years. The Secretary shall be elected to a two-year term and may succeed him/herself for one term. The Treasurer shall be elected to a two-year and three month term, such that the terms of successive Treasurers overlap to include the end of the fiscal year. The Secretary and Treasurer shall be elected on an alternating year basis, and the terms of the six additional elected Councilors shall be three years, so elected that only two Councilors are elected each year. Councilors may not succeed themselves to serve consecutive terms. All terms of office shall begin at the close of the regular annual meeting of the Society. The Council, by majority vote of its remaining qualified members, shall fill any interim vacancy within the Council. ~~in the office of the President Elect, the Secretary, the Treasurer, and the Resident Agent, and may fill a vacancy of a Councilor.~~ The term of office of a person elected to fill an interim vacancy shall expire at the expiration date of his/her predecessor. ~~following the tally of a valid regular ballot to elect his/her successor.~~

Section 2. Executive Committee. The Executive Committee of the Society shall be defined as the principal officers, namely the President, the President-Elect, the Past-President, the Secretary and the Treasurer. They shall attend to the ordinary running of the Society, making the decisions required for its smooth functioning. All major decisions shall be subject to the approval of the full Council or, in exceptional circumstances, the full membership.

Section 3. President. The President shall preside at all meetings of the Council and business meetings of the Society, shall be an ex-officio member of all standing committees, and shall have other duties as prescribed in the Operations Manual. The President, after consultation with the Council, shall appoint members of the standing committees where called for in these bylaws.

Section 4. President-Elect. The President-Elect shall undertake duties as may be delegated by the President. The President-Elect shall become the next regular President of the Society after completion of the regular term as the President-Elect. In the absence or during the disability of the President, the President-Elect shall have all of the powers and perform all of the duties of the President. Any service as an interim president of the Society shall not reduce the term of the President-Elect as the next regular President of the Society. The President-Elect will Chair the Long Range Planning Committee.

Section 5. Past President. The immediate Past President shall serve as a voting member of Council in the capacity of Past- President for one year following expiration of the term of President in order to provide continuity to the organization and shall, where needed, recommend revisions of the Society's Bylaws, as described in Article X, Section 2.

Section 6. Secretary. The Secretary shall give bond to the Society, if required by the Council, for the faithful performance of his/her duties. The Secretary shall have custody of all documents and papers belonging to the Society (except his/her own bond which shall be kept by the President) and shall safely keep the same, and disburse the orders and rules of the Council. The Secretary shall give notice of all meetings as required by the

bylaws, send out the various customary mailings to the membership, and shall inform the membership whatever the President or Council desires. The Secretary shall use the acceptable means of communication as deemed by Council to perform these duties. The Secretary shall also have access to the electronic database, which has a complete list of the name, title, and address of each member of the Society. The Secretary shall keep the minutes of the Council and of Business Meetings of the Society and shall have other duties as prescribed in the Operations Manual. In the absence of the Secretary, the President shall appoint a temporary secretary to record the minutes.

Section 7. Treasurer. The Treasurer shall give bond to the Society, if required by the Council, for the faithful performance of his/her duties. The Treasurer shall have custody of all monies, debts, obligations, contracts, and other property belonging to the Society (except his/her own bond which shall be kept by the President) and shall safely keep the same, and shall collect all properties and all monies from time to time due and owing to the Society. Society financial accounts and where necessary other financial instruments, will have a second officer as signatory in addition to the Treasurer. The Treasurer shall also have access to an electronic database, which has a complete list of the name, title, and address of each member of the Society and will verify at least annually the status of each member. Access to the directory information for individual members shall be made available on the Society's website. The Treasurer shall be chair of the Finance Committee to disburse the provision of Article VI, Section 3 of these bylaws. The Treasurer is responsible for filing the Society tax forms, including US Internal Revenue Service Form 990 for the fiscal tax year from the prior June 1 to the current May 31. The Treasurer, and, if necessary, the past Treasurer, will prepare the financial summary of the MCS and submit it to the by August 1 of that year. This information will be sent to the MCS-approved Certified Public Accountant (CPA) firm no later than August 1. The Treasurer must verify that both completed tax forms are filed prior to the deadline of October 15, and shall inform the President and Council once the forms are filed. Detailed processes for these filings are outlined in the Operations manual. The Treasurer shall be responsible for submitting the Corporation Annual Report to the Secretary of the Commonwealth of Massachusetts and payment of the corresponding filing fee. The report must be filed on or before November 1 of each year. The Treasurer shall also be responsible for maintaining the active appointment of the Resident Agent of the Society including payment of related fees.

Section 8. Resident Agent. The Society shall appoint a Resident Agent as its true and lawful attorney upon whom all lawful processes in any action or proceeding against the Society may be served. The Resident Agent shall be a resident of and have a business address in the Commonwealth of Massachusetts. The Resident Agent shall be appointed by majority vote of Council, and need not be a member of the Society. The appointment of Resident Agent becomes effective upon the filing of a certificate in the office of the Secretary of the Commonwealth, setting forth the name and business address of the Resident Agent and a copy of the vote of the directors appointing him/her as such. The Society may by like vote revoke any such appointment and appoint a new Resident Agent, which becomes effective upon the filing of a new certificate with the Secretary of the Commonwealth. Since 2010, the Resident Agent of the Society is Hurwit & Associates.

Section 9. Nomination of Officers and Councilors. Nominations for all Officers, including Council members, of the Society will be obtained by mail, fax, e-mail or other approved forms of communication on or before December 1 by requesting the membership to propose nominees. The request for nominations will be made in the Society Newsletter preceding the December 1 deadline and by a direct e-mail to the membership. Nominations will be sent to the Chair of the Nominating Committee. For each office, the two persons (who agree to stand for election) with the highest number of nominations will be included on the ballot. If two persons cannot be identified, then a single name can be placed on the ballot. If two members of Council are to be elected, a total of not more than four nominees for that office will be included on the ballot.

Section 10. Election of Officers and Councilors. Once all of the nominations are complete, the membership will be provided with short biographical sketches of the candidates by e-mail and in the Society Newsletter. The Society's on-line voting site will then be activated and each member will receive notification by e-mail. The election will be conducted promptly with members having the option of either voting on-line, by e-mail, or returning their ballot by mail or fax to the Chair of the Nominating Committee for inclusion in the tabulation and determination of outcome. The individual receiving the most votes will be declared the winner. If two Councilors are to be elected, then the two individuals receiving the most votes will be declared the winners. In the event that a majority vote for any office is not obtained following the regular vote, the Chair of the Nominating Committee will call immediately for a run-off election between the two candidates with the highest number of votes. The election will be conducted promptly using the on-line voting site and by mail, fax, e-mail, or other Council-approved forms of communication.

ARTICLE V. Council

Section 1. Management of the Society. The property and affairs of the Society shall be managed and conducted by the Council with powers of directors. The members of the Council shall serve without compensation and shall be called Councilors.

Section 2. Qualifications, Elections and Vacancies. Specified in Article IV, Section 1 and Section 9.

Section 3. Meetings. At least one regular meeting of the Council shall be held during each annual meeting of the Society members, and for this regular meeting no notices shall be required. Other meetings of the Council shall be held as often as the needs of the Society may require and may be conducted through means of remote communication. They may be held at regular intervals determined by the Council, or they may be called by the President or any three members of the Council. The Secretary shall notify each Councilor of each meeting of the Council. Notice of any meeting may be dispensed with if each member of the Council, by writing filed with the records of the meeting, waives such notice. No notices shall be required to be given of any adjourned meeting of the Council.

Section 4. Quorum. A majority of the Council participating in a meeting shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and a meeting may be held as adjourned without further notice. Participation in a meeting through remote communication is confirmed by inclusion in the record of the meeting and constitutes meeting attendance.

Section 5. Voting. A majority vote of Councilors participating in a meeting, with each entitled to one vote, shall decide any question brought before the Council, except that a majority of the qualified Councilors shall be required for temporarily filling a vacancy of an office. In the event of a tie vote, the President shall then be entitled to two votes. Deliberation and voting timelines for meetings conducted by remote communications will be defined in the meeting notice but may be extended at the discretion of the President or any three members of the Council.

ARTICLE VI. Standing Committees

Section 1. Standing Committees. Standing committees and their Chairs shall be appointed by the President in consultation with the Council. The term of all standing committee members, except as otherwise provided elsewhere, shall be for three years. However, on adoption of these bylaws, the term shall be one, two, or three years for various committee members, as determined by the Council, so as to provide continuity of committee operation. Emeritus, Honorary, and Sustaining members may be appointed from time to time for terms up to one year. Sustaining members so appointed shall not have the right to vote. The President shall be an ex-officio member of all committees. Guidelines for committee operation shall be approved by Council. The President, in consultation with Council and upon recommendation and evidence submitted by the Committee Chair or committee members, will be empowered to terminate at any time the term of committee members failing to discharge their duties.

Section 2. Membership Committee. A Membership Committee, composed of three or more regular members of the Society, shall receive and review proposals for nomination to membership, shall be responsible for the recruitment of new members and retention of existing members, and shall recommend regular and student nominees for membership to the Society according to Article III, Section 8.

Section 3. Finance Committee. A Finance Committee consisting of the Treasurer (who shall Chair the Committee) and two or more regular members appointed by the President shall receive and evaluate the impact of the various proposed budgets, shall determine the budgets and make recommendations and shall recommend a budget to the Council. This Committee shall supervise the capital investments of the Society, subject to the full authority of direction by the Council.

Section 4. Nominating Committee. A Nominating Committee shall consist of three or more regular members, none of whom shall simultaneously be an officer of the Society or the immediate Past-President. This Committee shall obtain nominations and conduct elections for officers and councilors as prescribed in Article IV, Section 9.

Section 5. Liaison Committee. The Liaison Committee shall consist of the President (who shall serve as Committee Chair), the MCS representative to the US National Committee for the International Union of Physiological Sciences (USNC for IUPS), the MCS member appointed liaison to the European Societies of Microcirculation, the MCS member appointed to the International Liaison Committee, and the Secretary of the Society, and may include other members at the pleasure of the President. This Committee shall maintain communication with scientific organizations that have interests in common with the Society, and shall officially represent the Society in the international community.

Section 6. Long-range Planning Committee. The Long-Range Planning Committee shall consist of the five (5) most recent Past-Presidents, members nominated by the President-Elect, and shall be chaired by the President-Elect of the Society. This committee shall consider all aspects of society affairs to identify major issues of importance to the Society and to recommend to the current Council future strategies, plan meetings for the Society for a minimum of 3 years in advance of the next annual meeting, and new policy directions for Society function.

Section 7. Historical Committee. The Historical Committee shall consist of three or more regular members of the Society. This committee shall seek, identify, and obtain information, documents, films, and other items that have historical significance to the Society. This committee shall maintain updated lists of past officers and recipients of Society Awards.

Section 8. Awards Committee. An Awards Committee, composed of six regular members, shall solicit from the voting membership the names of candidates for any awards that the Council has authorized. After the selection of the candidates is made by the Awards Committee, the names of the candidates shall be approved by the President and the Council prior to any announcement of the awardees. Announcements of the winners of awards should be made known to voting members of the Society prior to the Annual Society scientific meeting.

Section 9. Programs and Meetings Committee. The Program Committee shall be chaired by an officer appointed by the President of the Society, and will serve a three year term. Members of the Committee shall be appointed for 3 years, by the President. The Committee shall: a) follow up on the recommendations to Council and the membership from the Long Range Planning Committee for the meeting(s) proposed for at least three years in advance, b) Serve as the liaison to the program committees of other societies or associations with whom the MCS may meet, with the Program Committee Chair or designated committee member as the official representative, and c) Make recommendations, to be approved by the Executive Committee of the MCS, with

respect to: program style and format, commitments to other societies, local arrangements, and appointments to the program committees of umbrella associations.

Section 10. Representative of the MCS to the US National Committee of the International Union of Physiological Sciences. This position is to be filled by an appointee of the President of the MCS. The appointment is for three years, or four, designed to fit with the time interval between IUPS Congresses. The appointee should be a senior member of the Society, suitable to represent the Society's interests in international planning not only of scientific meetings but in providing international leadership in science and education. Reappointment for a second term is allowable, in accord with IUPS committee rules.

Section 11. Representative of the MCS to the European Societies for Microcirculation (ESM). This position is to be filled by an appointee of the President of the MCS. The appointment is for three years, or four, designed to fit with the requirement of ESM. The appointee should be a senior member of the Society, who participates in the European Microcirculatory Society meeting, suitable to represent the Society's interests in international planning not only of scientific meetings but in providing international leadership in science and education. Reappointment for a second term is allowable, in accord with ESM rules.

Section 12. Representatives of the MCS to the International Liaison Committee. These three positions are to be filled by appointees of the President of the MCS. The appointment is for three years, or four, designed to fit with the time interval between World Congresses. The appointees should be senior members of the Society, suitable to represent the Society's interests in international planning not only of scientific meetings but in providing international leadership in science and education.

Section 13. Communications Committee. The Communications Committee shall consist of a Chair, the Webmaster, and at least three other members of the Society, appointed by the President of the Society for up to three-year terms. This committee shall be responsible for the oversight of the Society's web page. The Society website address, microcirc.org, is the property of MCS. The committee's other primary function is to coordinate with the Program and Meetings committee and the Liaison Committee, as well as the parties who collect directory, dues, and newsletter information, to keep the membership informed of MCS activities.

Section 14. Other Committees. The President may appoint temporary (ad hoc) committees as desired. The term of office of these temporary committees shall end with the next annual business meeting of the Society following such appointment, or earlier as the President desires.

ARTICLE VII. Dues

Section 1. Annual Dues. Dues for members, in accordance with Article III, shall be proposed by the Council but shall be determined by majority vote of those voting at the annual business meeting of the Society. Dues shall be paid November 1 for the following calendar year and shall be in arrears on January 1. Special assessments may be proposed by the Council but shall be determined by majority vote of those voting at the annual business meeting of the Society.

Section 2. Nonpayment of Dues. Any member whose dues are in arrears will not receive the journal and will be notified by the Treasurer. Any member whose dues are one year in arrears shall become an inactive member of the Society, and will be notified by the Treasurer. An inactive member will be ineligible to vote, may not serve on committees, and will be ineligible to become an Emeritus member. If an inactive member is in arrears for an additional year, he/she may reactivate membership in the Society by payment of current year dues. The Treasurer shall notify the delinquent member of the right to request reinstatement of membership at least one time after dues are two years in arrears before they cease to be a member of the Society. The delinquent member shall have 30 days after this notification to make the request for reinstatement. If no request is made, membership for that individual shall cease.

Section 3. Emeritus Members. A regular member who has been granted emeritus membership will be relieved from dues payment for the current and subsequent fiscal years.

ARTICLE VIII. Meetings of Society Members

Section 1. Annual Meeting of Members. The Society shall hold an annual meeting of members, for the transaction of business, and for presentation of scientific communications and related activities. Such annual meetings shall be held each year at a time and place designated by the Council. The time and place for the annual meeting shall be chosen at least eleven months in advance at an annual business meeting. The place, day, and hour shall be specified in the notice of any meeting of the Society.

Section 2. Special Meetings of Members. Special meetings of members shall be called by the Secretary or any other officer upon the request of the President or the Council or on the written request of one-quarter of the members entitled to vote.

Section 3. Notice to Members. Notice of all meetings of the members shall be made known to each member not less than 30 nor more than 180 days before the meeting, but no notice shall be required if every member entitled thereto, or his/her attorney thereunto, authorizes, by a writing which is filed with the records of such a meeting, a waiver of such notice.

Section 4. Quorum for Annual and Special Meetings. At all meetings of members of the Society, 40 members, present in person and entitled to vote, shall constitute a quorum, but less than a quorum shall have power to adjourn from time to time until a quorum be present. No member shall cast a ballot by proxy at any meeting of the Society.

Section 5. Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws or special rules of order of the Society.

ARTICLE IX. Miscellaneous

Section 1. Prohibitions. Notwithstanding any provision of these bylaws which might be susceptible to contrary interpretation:

The Society is organized and operated exclusively for scientific and educational purposes.

No part of the net earnings of the Society shall accrue to the personal benefit of any member except as provided by the Society awards (Article VI, section 9).

No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence local, state, or national legislation, except with respect to science policy or to other special issues such as the obligations to perform biological experimental studies. The Society shall not participate in or intervene in any campaign of any candidate for government public office.

The Society is not organized, nor is it to be operated, for profit.

The membership list of the Society shall not be supplied to anyone for any purpose, except as specifically provided by Council.

Section 2. Fiscal Year. The fiscal year of the Society shall end with the 31st day of May of each year.

Section 3. Audit. All statements of net assets and related statements of income, expenditures, fund capital, and liabilities shall be reviewed annually in accord with the statutes of the Commonwealth of Massachusetts. A report will be made annually by the Finance Committee.

Section 4. Term of Office. Where a term of office is stated in years, a year is to be considered as extending from the end of one annual business meeting to the end of the following one.

Section 5. Operations Manual. The Secretary of the Society shall maintain an operations manual providing outlines of procedures found useful by the Executive Committee and Committees of the Society.

ARTICLE X. Amendments

Section 1. Amendments. These bylaws may be amended, altered, or repealed at any business meeting of the Society members by a vote of two-thirds (2/3) of the regular members in attendance or by mail (e-mail, fax, or other Council-approved forms of communication) ballot of the Society members by a vote of three-quarters (3/4) of the regular members entitled to vote, provided notice of the proposed repeal, alteration, or amendment, with a statement of the substance thereof and of the Articles to be affected hereby, is given in the call for the meeting. Approved bylaw changes will be added to the published bylaws by the immediate Past-President as stipulated in Article IV, Section 5.

Section 2. Society Bylaws. The Past-President shall review the Society Bylaws, incorporate approved changes following the annual business meeting of the Society, and submit a complete copy of the Bylaws to the President at least 3 months prior to the next annual meeting. Any proposed changes that require Council and membership approval shall be presented in a complete copy of the Bylaws, labeled with proposed revisions. All words and phrases deleted from existing approved Bylaws shall be indicated by a horizontal line through them. Continuous underlining, italics or a different color shall indicate all new words and phrases.