

International Federation for Adipose Therapeutics and Science

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the **International Federation for Adipose Therapeutics and Science (IFATS)**.

ARTICLE II

PURPOSE

Section 1: Mission Statement

The mission of IFATS is to improve world health through a better understanding of adipose biology.

Section 2: Purpose

- A. IFATS aims to be the world's foremost interdisciplinary fat tissue society;
- B. IFATS aims to create an educational environment that fosters collaborations between scientific researchers, clinicians, and industry;
- C. IFATS aims to promote an increase in scientific knowledge related to adipose biology;
- D. IFATS aims to foster the application of new adipose derived or adipose directed technology to the treatment of human health problems.

Section 3: State of Incorporation

IFATS is incorporated in the State of Pennsylvania and is determined by the US Internal Revenue Service to be a non-profit entity under Section 501 (c)3 of the internal revenue code.

ARTICLE III

MEMBERSHIP

Section 1: General Qualifications

Membership and accordant classification is a privilege granted at the discretion of the society to scientists, physicians, educators, researchers, and industry representatives.

Section 2: Categories of Membership

- A. Clinical/Academic** The member must be a physician, clinician, scientist, or educator. Clinical/Academic members shall enjoy all rights and privileges of membership, including the right to vote on referendums and hold office. Clinical/Academic members are required to pay dues and all meeting registration fees.
- B. Industry Member.** The member is a representative of another entity, such as for-profit industry, governmental body, or other non-profit society. Industry members have all the privileges of membership, but may not hold office or vote, may serve on committees, and are required to pay dues and all meeting registration fees.

- C. Research Associate.** The member currently works in a research capacity in the general field of stem cell and adipose biology. Research Associate members have all the privileges of membership, may not hold office or vote, but may serve on committees. Research Associate members are required to pay dues and all meeting registration fees.
- D. Student/Resident/Fellow Member.** This membership category is open to students, scientists-in-training, resident physicians and post-doctoral fellows. Student/Resident/Fellow members are required to pay dues and all meeting registration fees, may serve on committees, but may not vote or hold office.

Section 3: Election to Membership

Individuals interested in membership shall complete an on-line form and pay the required dues. Membership classification will be based on the primary employment of the applicant.

Section 4: Annual Dues

Annual dues are the obligation of all members. The Executive Board shall set the membership dues amounts. Dues will be invoiced in December of each year and payments shall be due by March 31st of each calendar year. Dues are applied to the year in which they are paid.

Section 5: Loss of Membership

If any member fails to pay annual dues for one year, membership shall be terminated. Members dropped from the membership may reapply using the standard procedure. Members may be suspended or expelled for just cause or at the discretion of the Executive Board. A member may withdraw from membership after fulfilling all financial obligations and giving written notice to the Executive Board.

Section 6: Change in Membership Classification:

It is the duty of the member to inform the Executive Office of a change in primary employment that may affect the member's classification. The Executive Board shall determine whether a change in member classification is necessary or appropriate.

ARTICLE IV LEADERSHIP

Section 1: Board Structure

The Executive Board is the governing body composed of the Founders Board and elected officers, including the President, Scientific Program Chair, and Immediate Past President. An individual may hold more than one elected office at once, but will have only one vote on the Executive Board. The major affairs of the Society are conducted by the Executive Board. Society members may be asked to vote on issues put to referendum by the Executive Board.

Section 2: Qualification for Elected Office

Only Clinical/Academic members in good standing are eligible for nomination and election to an office of the Society.

Section 3: Nomination Procedure

Nominations shall be at the discretion of the Founders Board which may at their discretion designate Members-at-Large for three year renewable terms.

Section 4: Term of Office

Those elected shall take office upon adjournment of the annual meeting. The board shall serve through the next annual meeting or until their successor is duly elected. The President may name their Scientific Program Chair with the approval of the board.

Section 5: Re-election

Officers may serve up to three terms, consecutive or non-consecutive, in each position.

Section 6: Vacancies

Should an elected official be unable to serve in the assigned role, the Executive Board shall designate a replacement to serve the remainder of the term. The Executive Board may designate this replacement by a majority vote of the Executive Board Members. Any person filling a vacated office for a period of less than six months shall be eligible to serve an additional three terms in that office, in accordance with Article IV, Section 5.

Section 7: Duties of the Officers

- A. **President.** The President shall oversee the planning and execution of the Annual Scientific Meeting, serve as the Chair of the nominating committee, and make appointments to any other committees, standing or *ad hoc*. The President shall be instrumental in steering the society to fulfill the mission, as outlined in Article II. The President shall serve as a voting member of the Executive Board.
- B. **Immediate Past President.** The Immediate Past President shall lend his or her experience as President to help guide the activities of the Society and serve as a resource to the current President. The Immediate Past President shall serve as a voting member of the Executive Board. The term of this office is one year.

Section 8: Founders Board

- A. **Composition.** The Founders Board is a standing board composed of the original four founding members of the Society. These members are: J. William Futrell, Adam Katz, Ramon Llull, and J. Peter Rubin.
- B. **Authority.** The Founders Board is charged with managing the affairs of the Society, including financial management, and will serve as the ultimate authority on all issues relating the affairs of the Society. The Founders Board shall be part of the Executive Board, along with the Elected Officers, and will work together to further the mission of the Society.
- C. **Responsibility.** The Founders Board shall have charge and custody of the funds and business of the Society. The Founders Board may designate one member, such as the

Chair, to oversee this aspect. The Founders Board is the sole body with jurisdiction over the By-Laws. The Founders Board may create special committees or make special appointments to the Executive Board.

- D. **Chair of the Founders Board.** The Chair of the Founders Board shall serve as Chair of the Executive Board. The Chair shall also serve as Parliamentarian, advising and ruling on matters of order, as governed by the current edition of Sturgis' Standard Code of Parliamentary Procedure. The term of the Founders Board Chair shall be 5 years. This position will be rotated among the Founders. The Founders Board shall collectively designate the successor to the Board Chair.
- E. **Voting.** If consensus does not exist among Founders Board Members on issues relating to the business of the Society, a majority vote shall resolve the matter. If the vote is split, the Board Chair shall break the tie.
- F. **Meetings of the Founders Board.** The Founders Board shall meet at least once per year, either in person or by electronic communication. All members must be present for a quorum. The Founders Board may also be called to meet any time at the request of a Board Member.
- G. **Term.** The term of the Founders Board is indefinite. A Board member may resign at any time. Additionally, a Founders Board Member may be removed from office if it is judged that the Member is unable to act in the best interests of the Society or unable to perform his or her duties because of prolonged illness. This will require an affirmative vote by every other member of the Founders Board.
- H. **Additions to the Founders Board.** It is anticipated that as the Society grows, other individuals besides the original Founders will make major contributions to the activities of the Society and take a genuine interest in its mission. Such people would be a welcome addition to the Founders Board. Upon completion of the term of Immediate Past President, an Executive Committee Member may be invited to join the Founders Board. A unanimous vote of the Founders Board is required.

Section 9: Executive Board

- A. **Composition.** The Executive Board is composed of the Founders Board and the three elected officers. Additionally, special appointments may be made to the Executive Board by the Founders Board.
- B. **Responsibility.** The Executive Board is expected to guide the activities of the Society in fulfilling its mission. This includes production of the Annual Meeting.
- C. **Voting.** If consensus does not exist among Executive Board Members on issues relating to the business of the Society, a majority vote will resolve the matter. If the vote is split, the Board Chair shall break the tie.
- D. **Meetings of the Executive Board.** The Executive Board shall meet at least once per year, either in person or by electronic communication. The Executive Board may also be called to meet any time at the request of a Board Member.
- E. **Term.** Elected Officers shall serve on the Executive Board during their term. Special appointments to the Executive Board may not exceed 3 years.

Section 10: Committees

A. Standing Committees

Scientific Program Committee.: The Scientific Program Chair, in collaboration with the President, shall appoint Scientific and/or Industry Members to this committee.

B. Special Committees

The President, with approval by the Executive Board and Founders Board, may establish such other committees or task forces as are appropriate to carry out the purposes of the Society.

**ARTICLE V
MEMBERSHIP MEETINGS**

Section 1: Annual Meeting

An Annual Meeting shall be held at such time and place as designated by the Founders Board. The annual meeting shall include a business meeting and a scientific program.

Section 2: Special Meetings

Special Meetings of the voting membership of the Society may be called by the Executive Board or by the President or by any member who submits a petition signed by 20% of the current voting membership. Notice a Special Meeting of the full membership shall be made by mail or email no less than forty-five (45) days before the appointed time for such a meeting.

Section 3: Official Language

The official language of the Society is English.

Section 4: Quorum

A quorum of ten percent (10%) of the registered voting Members present at the annual meeting shall be necessary for the transaction of business.

Section 5: Voting

Voting at an Annual Business Meeting shall be by show of hands or by rising. In the event of a dispute, paper ballots will be used and counted by members of the Executive Board appointed by the President. All questions shall be determined by a simple majority of legal votes cast.

Section 6: Voting by Email, Internet or fax

The Executive Board may submit proposals to all voting members for electronic or fax ballot. Proposals to be voted need not be approved by the Executive Board if they are endorsed by ten percent (10%) of the voting membership. Members eligible to vote shall have 10 days to respond to the vote by email, internet voting process, or fax to the Executive Office.

Any email vote requires that twenty percent (20%) of the voting membership cast a ballot to constitute a valid action, and a majority of those voting shall determine the action. Any action properly taken by electronic or fax ballot shall have the same force and effect as action taken at a meeting of the Society.

**ARTICLE VII
AMENDMENTS**

The By-Laws may be amended, repealed, or new By-Laws may be enacted by the Founders Board. Proposed changes must be presented to the members of the Founders Board and a majority vote necessary to make the changes.

**ARTICLE VIII
DISSOLUTION AND DISPOSITION OF ASSETS**

The Society shall use its funds only to accomplish the purposes specified in these bylaws. No part of said funds shall inure to the benefit of, or be distributed to any member of the Society. In the event of dissolution of the Society, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Society, distribute the remaining assets to such organization(s) operated for one or more of the purposes contained in the By-Laws of the Society, or to such charitable, educational, or scientific organization(s) as shall qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of the United States.

**Article IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Society shall indemnify, to the full extent permitted by law, every past and present Officer, Director, Committee Member, and the Executive Director and staff of the Society. This indemnification shall be against expenses actually and necessarily incurred in connection with defense or settlement of any action, suit, or proceeding to which any of them is made a party as a result of having served in any of the foregoing capacities. This indemnification shall not apply to matters in which the individual is judged liable for willful misconduct and to matters as shall be settled by agreement predicated upon the existence of such liability.

The term “expenses” shall include attorneys’ fees, court costs, costs of investigation, cost of preparation for an attendance at trials, the amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the Society), and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which the parties may be entitled. This indemnification shall be in addition to any other power or right of the Society to indemnify its Officers, Directors, and Committee Members.

The Society will purchase insurance against any liability incurred as the result of the first paragraph of this Article.