

BYLAWS

OF

AMERICAN INSTITUTE

OF BIOLOGICAL SCIENCES, INC.

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ARTICLE I. PURPOSES AND GOVERNANCE

Section 1. Purposes. The purposes of American Institute of Biological Sciences, Inc. (hereinafter called AIBS or the Institute) are stated in the Institute's Constitution.

Section 2. Ruling Governance. When invoked, parliamentary procedures shall be those specified in Robert's Rules of Order. Majority votes prevail, except where noted. Election and vote ties shall be resolved by a coin toss.

ARTICLE II. MEMBERS

Section 1. Membership. The Institute may have Members. Members of the Institute are institutions or organizations also known as Institutional Members.

Section 2. Member Categories. The Institute may establish categories of membership.

Section 3. Rights, Obligations, Powers, Purpose, and Duties of Members. Each Member is entitled to appoint a Representative to the Council. There shall be a written agreement concerning dues and mutual obligations between each Institutional Member and the Institute.

Section 4. Qualifications and Selection of Members. An organization recognized by the Board of Directors that is concerned with the advancement of the biological sciences and shares the purposes of the Institute may be selected as a Member by the Board of Directors.

Section 5. Decision-Making and Voting. Members participate in governance of the Institute via the Council.

Section 6. Records of Members. The Secretary shall ensure that the Institute maintains a current and formal record of the names, contact information, and status of Members and Member Representatives to the Council.

Section 7. Dues. Dues shall be established for each category of membership by the Board of Directors.

Section 8. Suspension or Removal of Members. Members may be suspended or removed by the Board of Directors. Suspended or removed Members may be eligible for a prorated dues refund.

Section 9. Resignation of Members. Members may resign at any time by sending or delivering a written resignation to the Institute. Resigning Members are not eligible for a dues refund.

Section 10. Membership Meetings. The Institute may have membership meetings.

ARTICLE III. COUNCIL

Section 1. Membership on the Council. The Council shall consist of one Representative appointed by each Member.

Section 2. Rights, Obligations, Powers, Purpose, and Duties of the Council. The Council is invited to provide effective and responsible guidance to the Institute. The Council may (1) review the actions of the Board of Directors, (2) make recommendations to the Board of Directors on matters of policy for action and response by the Board of Directors, (3) consider agenda items brought before it by the Board of Directors, (4) initiate agenda items for its meetings, and (5) elect Representatives from its ranks to the Board of Directors.

Section 3. Decision-Making and Voting. The Council holds no binding decision-making authority within the Institute other than that defined in Section 2.

Section 4. Annual Council Meeting. The Council may meet at a time determined by the Board of Directors. Procedural rules related to the conduct of meetings shall be established and promulgated by the Board of Directors.

Section 5. Other Council Meetings. Special meetings of the Council may be called by the Board of Directors or by a majority of the members of the Council.

Section 6. Quorum for Council Meetings. Quorum is ten percent (10%) of the number of Council members.

Section 7. In Person, Telephonic, and Video Meetings. Council meetings shall be conducted through any means that allows all participants to hear or otherwise communicate in real time with each other during the meeting.

Section 8. Decisions Without Meetings. Votes and decisions outside of meetings may be sent or transmitted by mail, fax, email or any other written medium in which a record of Representatives and their votes is retained.

Section 9. Proxy Voting. Proxy voting of one member of the Council for another member of the Council is not permitted.

Section 10. Content of Notice. Notice of Council meetings must be sent to all Council members at least 30 days in advance of the meeting. The business to be transacted at a meeting, and the date, time, and place of the meeting, shall be specified in the notice of the meeting.

Section 11. Waiver of Notice. Council members shall not be removed from the record of meeting notice.

Section 12. Record Date. The record date for determining the Council members entitled to receive notice of a meeting shall be the day before the day on which the notice is sent. The record date to determine the Council members entitled to vote shall be the day before the vote.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Qualifications of Directors and Composition of the Board of Directors. The qualifications for serving as a member of the Board of Directors (or Board) shall be knowledge of the activities, purposes, and goals of the Institute, and the potential for making a substantial contribution to the success of its mission. Every Board member (or Director) must accept the core approach of science to use natural phenomena to explain biological patterns and processes and in particular must accept the four unifying principles that form the foundation of modern biology: cell theory, gene theory, evolution, and homeostasis.

Section 2. Rights, Obligations, Powers, Purpose, and Duties of the Board of Directors. The Board of Directors shall be the managing and governing body of the Institute. The Board may authorize any officer or officers, agent or agents, to enter into contracts or to execute and deliver instruments in the name or on behalf of the Institute; such authority may be general or confined to specific instances. The annual budget shall be subject to approval by the Board. Ex officio Directors of the Institute have no vote, cannot introduce or second motions, and do not participate in executive sessions.

Section 3. Categories of Directors. There shall be at least three categories of Directors: Board-elected Directors, Council-elected Directors, and Officers (Officers are also either Board-elected or Council-elected Directors). There may also be ex officio Directors.

Section 4. Number of Directors. The total size of the Board of Directors may vary from 12 to 18. The number of non-Officer Board-elected Directors may vary from four to eight. The number of non-Officer Council-elected Directors may vary from four to eight. Ex officio Directors cannot be Officers. Ex officio Directors do not count toward Director numbers defined in this section.

Section 5. Selection of Directors. The Board of Directors elects Board-elected Directors, and Officers, by secret ballot. The Council elects Council-elected Directors from its membership by secret ballot. Nominations for Board-elected Directors shall be made by the Leadership Development Committee. Nominations for Council-elected Directors may be made by Members or Council members, or by the Leadership Development Committee. Nominations for Council-elected Directors must include a

statement of consent from each nominee. Director elections are held annually unless no seats need filling.

Section 6. Terms of Directors. Directors have terms of three years except where specifically indicated differently for some Officers. Director terms begin January 1 and end December 31. Non-Officer Board-elected Directors are limited to two consecutive terms as such. Non-Officer Council-elected Directors are limited to two consecutive terms as such. Officer term limits are defined elsewhere.

Section 7. Quorum. A majority shall constitute a quorum for transacting the business of the Board of Directors.

Section 8. Board of Directors Meetings. The Board of Directors shall meet no less than semi-annually. Additional meetings may be called by the Executive Committee or by a majority of the members of the Board. Procedural rules related to the conduct of meetings shall be established and promulgated by the Board. The business to be transacted at any Board meeting, and the date, time, and place of the meeting, shall be specified in the notice of the meeting.

Section 9. Decision-Making and Voting. Decision making during a Board meeting can occur by general consensus, if no objections are raised. The President or meeting chair confirms a decision. Any Director may make a formal motion as an alternate means of decision making.

Section 10. Proxy Voting. Proxy voting of one member of the Board of Directors for another member of the Board is not permitted.

Section 11. In Person, Telephonic, and Video Meetings. Board of Directors meetings shall be conducted through any means that allow all participants to hear or otherwise communicate in real time with each other during the meeting.

Section 12. Decisions Without Meetings. Votes and decisions outside of meetings may be sent or transmitted by mail, fax, email or any other written medium in which a record of Board Members and their votes is retained.

Section 13. Removal of Directors. A Director may be removed by a two-thirds vote by the Board of Directors, using secret ballot. The Director who is the object of the vote must recuse themselves.

Section 14. Resignation of Directors. Directors who fail to attend three or more consecutive Board meetings without the prior approval of the President or Chief Executive Officer shall be deemed to have resigned their position on the Board. Any Director may resign at any time by giving written notice to the President or Chief Executive Officer. Such a resignation shall take effect at the time specified therein or, if no time is specified, at a time determined by the President.

Section 15. Filling of Vacancies. If a vacancy occurs in a Council-elected non-Officer Board seat, the Board of Directors may appoint a replacement to serve no more than one year of the remaining term of the vacated seat. The vacated seat shall appear on the next possible ballot following the date of vacancy. If a vacancy occurs in a Board-elected non-Officer Board seat the Board of Directors may appoint a replacement to serve the remainder of the vacated term.

Section 16. Notice of Board of Directors Meetings. Notice of Board of Director meetings must be sent to all Directors at least 30 days in advance of the meeting, except in the case of special (i.e. other than those regularly scheduled) meetings of the Board of Directors, where a minimum 10-day advance notice is required.

Section 17. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing and must be given to the Secretary to be placed in the Institute records. Waivers may be submitted before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 18. Record Date. The record date for determining the Board members entitled to receive notice of a meeting will be the day before the day on which the notice is sent. The record date to determine the Board members entitled to vote at a meeting, or other call for a vote, will be the day before the meeting or vote.

ARTICLE IV. OFFICERS AND STAFF

Section 1. Officers. The Officers of the Institute shall be the President, Vice President, Secretary, and Treasurer. Officers are Directors. All officers shall be bonded for the faithful performance of their duties.

Section 2. Staff. The Chief Executive Officer (or CEO) and appropriate staff designated by the Board of Directors shall be bonded for the faithful performance of their duties.

Section 3. Selection of Officers. The Board of Directors shall elect the four Officer positions. Nominations for Officers may be placed on the ballot by any Director and filed with the Chief Executive Officer within 30 days after the call for nominations has been issued, together with a statement of consent from each person so nominated. The ballot shall be voted on by members of the Board of Directors through secret ballot.

Section 4. Terms of Officers. President and Vice President each have a term of two years. Secretary and Treasurer each have a term of three years. The President and Vice President may be re-elected to consecutive terms once. Normally the Secretary and Treasurer may be re-elected to consecutive terms once. But in special

circumstances the Board may re-elect the Secretary or Treasurer for a third consecutive, and one-year, term.

Section 5. Removal and Resignation of Officers. Officers, as Directors, may resign, and be removed as such.

Section 6. Vacancies. If a vacancy occurs in the office of President, the Vice President will automatically succeed to the presidency and serve for the remainder of that term of the vacant position. If a vacancy occurs in the office of Vice President, Secretary, or Treasurer, the Leadership Development Committee shall submit one or more nominations for each vacant position to the Board of Directors for consideration. The person(s) so elected by the Board shall serve for the remainder of that term of the vacant position(s). If a vacancy occurs in the office of Chief Executive Officer the Board of Directors shall appoint a replacement. The Executive Committee may appoint an interim Chief Executive Officer.

Section 7. President. The President shall serve as the chief elected officer of the Institute, provide its scientific leadership, supervise the conduct of its affairs, and assist in establishing productive relationships with individuals and organizations critical to its success. The President shall preside over the meetings of the Executive Committee, the Board of Directors, and the Council, and shall be the principal contact between these bodies and the staff of the Institute. Except where specifically indicated differently, the President shall appoint and charge the chairpersons and members of all Standing, Ad Hoc, and Special Committees of the Institute. The President may sign, with the Secretary, Treasurer, or any other Officer of the Institute hereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Institute, or shall be required by law to be otherwise signed or executed. The President shall carry out other activities usually pertaining to the office.

Section 8. Vice President. The Vice President shall work with the President in establishing productive relationships with individuals and organizations critical to the Institute's success and lead its strategic planning activities and shall serve as the Executive Committee's representative on the Leadership Development Committee and shall carry out such other duties as assigned by the President or the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to carry out the duties of the office, the Vice President shall perform the duties of the President.

Section 9. Secretary. The Secretary shall record (or assign a recorder for), review and certify the minutes of the meetings of the Executive Committee and the Board of Directors, be responsible for the corporate seal and the records of the Institute, and in general, perform all duties incident to the office of Secretary, and such other duties as

may be assigned by the President or the Board of Directors. The Secretary shall ensure that the Institute maintains a record of members.

Section 10. Treasurer. The Treasurer will supervise the financial affairs of the Institute, working with the CEO and financial staff members at the Institute and with the advice and assistance of the Finance Committee. The Treasurer will chair the Finance Committee, and in general, perform all duties incident to the office of Treasurer, and such other duties as may be assigned by the President or the Board of Directors.

Section 11. Chief Executive Officer. A Chief Executive Officer (CEO) shall be appointed by the Board of Directors as the executive officer of the Institute. The CEO is the employed staff member of the Institute with full authority for the management of its affairs subject to the duties and limitations specified in these bylaws and other governing documents. The CEO has the authority to engage and discharge other employees of the Institute. The CEO shall supervise the staff, properties, and operations of AIBS, and carry out the policies and directives of the Board of Directors, the Executive Committee, and the President, consistent with their duties as specified in these bylaws. The CEO shall provide staff annual goals and an assessment of their progress to achieve those goals on an annual basis, and will report completion of such assessments to the Board or the Personnel Committee. The CEO shall report their own goals and a self-assessment to the Board annually. The CEO shall make reports, recommendations, and suggestions to the Executive Committee, the Board of Directors, and the President for the benefit of the Institute as a whole. The CEO serves, ex officio, on the Board of Directors. Term and removal of the CEO are defined by separate contract.

ARTICLE V. COMMITTEES

Section 1. Committees and Types of Committees. The Institute may form committees for planning, evaluating, task execution, or other duties as deemed necessary by the Board of Directors. There may be three types of committees: Standing Committees, Ad Hoc Committees, and Special Committees.

Section 2. Establishment, Dissolution, and Membership of Committees. Committees are established and dissolved only by these bylaws or by the Board of Directors. Only the entity establishing a committee may dissolve it. Unless where specifically restricted in these bylaws, membership on committees is open to any person the President deems appropriate.

Section 3. In Person, Telephonic, and Video Meetings. Committee meetings may be held either in person or through telephonic or electronic communications technology that allows all participants to hear or otherwise communicate with each other in real time during the meeting.

Section 4. Committee Procedures. Procedures of a committee are determined by the chair of the committee, by the President, and by these bylaws.

Section 5. Committee Quorum. Unless noted otherwise a majority of committee members shall constitute a quorum for transacting the business of the committee.

Section 6. Limitations on Powers. The entity establishing a committee (Board or Bylaws) determines its charge. The Board of Directors determines powers, oversees, and must approve activities, spending, and commitments of all committees except the Executive Committee.

Section 7. Charges of Bylaws-Established Standing Committees. These committees may be changed or dissolved only by changes to these Bylaws:

- A. Executive Committee – The Executive Committee shall provide scientific leadership, advice, and act on behalf of the Board of Directors in conducting the affairs of the Institute between meetings of the Board, and must report substantive action to the Board in a timely manner. The committee shall meet as often as necessary for the discharge of its duties and the fulfillment of its responsibilities.
- B. Leadership Development Committee – The Leadership Development Committee shall identify and prepare future leaders of the Institute; prepare a slate of nominees for the annual Board elections; inform the nominees of the responsibilities of the offices for which they are being nominated; and ascertain the willingness of each nominee to serve.
- C. Finance Committee – The Finance Committee shall advise and make policy recommendations to the Board of Directors on all aspects of the Institute's finances, including the annual operating budget, increasing the Institute's financial base, membership dues changes, and long-range financial planning for the Institute. The committee recommends Institute annual budgets to the Board and monitors approved budgets at least quarterly.
- D. Publications Committee – The Publication Committee shall study and report to the Board of Directors on matters pertaining to publications of the Institute. The committee shall pay special attention to matters that influence the financial health of Institute publications and that strengthen the Institute's leadership status within the biological sciences community.

Section 8. Charges of Board of Directors-Established Standing Committees. These committees, among others, may from time to time be created, changed, or dissolved by the Board of Directors:

- A. Personnel Committee – The Personnel Committee shall advise Institute management regarding a standardized employee performance evaluation process. The committee shall verify completion of this regular, or annual, staff evaluation process. The committee shall also develop and implement an annual performance evaluation process for the Chief Executive Officer. The Committee shall obtain and distribute the Chief Executive Officer’s annual goals and assessment of progress toward those goals to the Board of Directors at the time of the evaluation of the CEO.
- B. Strategic Planning and Sustainable Development Committee – The Strategic Planning and Sustainable Development Committee shall serve primarily as a resource and provide oversight for the implementation of the Institute’s strategic plan, in terms of both annual and long-term objectives. In addition, the committee will help assess the risk and opportunities of partnering with other organizations when judgment is solicited by the Institute.
- C. Education Committee – The Education Committee shall serve as a resource to offer advice on education activities, training, professional development and other areas where education has a role within the Institute strategic plan. The committee should share with the Board opportunities that seem important for the Institute, such as: opportunities for external funding for educational activities that cross societies; efforts where the Institute may consider partnership with member organizations in education or training; biological education initiatives that the Institute may promote and/or inform the scientific community about.
- D. Inclusivity, Diversity, Equity, Acceptance, and Accessibility (IDEA²) Committee – The IDEA² Committee shall advise and support appropriate action related to issues of inclusivity, diversity, equity, acceptance, and accessibility in the biological sciences – including recruitment, advancement, and retention of underrepresented groups to research and education positions in biology, and promotion of the benefits of scientific research and education for all.

Section 9. Standing Committee Members, Chairs, and Terms. Except where noted hereafter, members and chairs of Standing Committees shall be appointed by the President and shall normally serve terms of three years. If a vacancy occurs due to a member's inability to complete a term, resignation, or removal, the President may appoint new members for the duration of the term.

- A. Executive Committee – The President is chair of the committee. The Executive Committee shall comprise the Officers of the Institute plus one additional member of the Board of Directors appointed by the President each year to a one-year term.

- B. Leadership Development Committee – Shall include at least three Board members (i.e. the Vice President, one Board-elected Director, and one Council-elected Director). The committee may also include additional Board or non-Board members. The committee shall elect its Chair from its ranks. Committee members, including the chair, shall normally serve staggered terms.
- C. Finance Committee – The Treasurer shall chair the committee. One additional member of the Executive Committee and two additional individuals, appointed by the President, shall be members of the committee.
- D. Publications Committee – [This section left intentionally blank.]
- E. Personnel Committee – Shall consist of the Secretary and two additional Board members. The term for any particular Personnel Committee is not more than one year. The committee normally dissolves with its Chief Executive Officer evaluation report and recommendation to the Board.
- F. Strategic Planning and Sustainable Development Committee – Shall consist of at least four Board members plus the Chief Executive Officer.
- G. Education Committee – Should comprise no fewer than four Board members. A maximum of six Board members may serve on the committee.
- H. Inclusivity, Diversity, Equity, Acceptance, and Accessibility (IDEA²) Committee - A minimum of four Board members serve on this committee, one of whom serves as co-chair. A minimum of four staff members, one of whom serves as co-chair, serve on this committee and are appointed by the Chief Executive Officer.

Section 10. Ad Hoc Committees. The President may appoint and charge the chairpersons and members of such ad hoc Committees as may be deemed necessary. The term of these committees shall be specified by the President who appoints them, but shall not extend for longer than that President’s term.

Section 11. Special Committees. Special committees to serve for a period of no more than three years may be created by the Board of Directors. The President shall appoint and charge the chairpersons and members of such committees.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers, Directors, and Other Appointees. The Board of Directors approves compensation for Directors or other appointees as allowed by law and with consideration for conflict of interest. The Board of Directors approves

compensation for the Chief Executive Officer.

Section 2. Conflict of Interest. The Board of Directors shall approve, and the Institute shall maintain, regularly review, and update, a Conflict of Interest Policy and Disclosure Form(s).

Section 3. Code of Conduct. The Board of Directors shall approve, and the Institute shall maintain, regularly review, and update, a Code of Conduct Policy that applies to Directors, Council members, staff, contractors, consultants, workshop and review panel participants, and others appointed or engaged to participate in Institute work.

Section 4. Tax Year. The fiscal year for the Institute shall be from January 1 through December 31.

Section 5. Non-Discrimination. In the delivery of its services and in its operations, the Institute shall not discriminate for or against any person on the basis of characteristics of personal identity, such as, ethnicity, nationality, place of origin, religion, gender, sex, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 6. Annual Financial Review. An audit of the Institute's books and accounts by an independent certified public auditing concern shall be completed and presented annually to the Board of Directors, or more frequently if so directed by the Board of Directors.

Section 7. Signing Power. All checks, drafts, or other orders for the payment of money in the name of the Institute shall be signed by such officer or officers, agency or agents, of the Institute, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8. Funds Management. All funds of the Institute not otherwise employed shall be deposited promptly to the credit of the Institute in such banks or other depositories as the Board of Directors may select. The principal of the Institute's long-term capital reserves is Board-designated; the income of any capital reserves must be reinvested as principal. In addition, contingency reserves are established by the Board to be a part of the long-term capital reserves. The procedures by which the contingency reserves may be used are contained within the Institute's Investment Policy.

Section 9. Publication. The Institute shall publish the peer-reviewed scientific journal *BioScience*.

Section 10. Communications. Throughout the Constitution and Bylaws, "mail" refers to written postal or electronic correspondence, and "vote" refers to any verbal or gesture in-person or remote, written paper, or written electronic vote.

Section 11. Dissolution of the Institute. The process for the dissolution of the Institute is defined in the Institute's Constitution.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation, Constitution, and Bylaws. The Institute is defined by, and shall be governed by, the Constitution and these Bylaws respectively.

Section 2. Amendments. Amendments and changes to these Bylaws may be initiated by the Board of Directors or by petition to the Board of Directors by the Council. A two-thirds vote by the Board of Directors is required to approve amendments or changes.

ARTICLE VIII. GENERAL PROHIBITIONS

Notwithstanding any provision of the Constitution or Bylaws that might be susceptible to a contrary construction:

Section 1. Limitation of Purpose. The Institute shall be organized and operated exclusively for scientific and educational purposes in accordance with the public interest.

Section 2. Limitation of Individual Benefit. No part of the net earnings of the Institute shall or may under any circumstances inure to the benefit of any private shareholder or individual.

Section 3. Lobbying 1. No substantial part of the activities of the Institute shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 4. Lobbying 2. The Institute shall not participate in, or intervene in (including the publishing or distributing of statements contrary to the public interest), any political campaign on behalf of any candidate for public office.

Section 5. Not for Profit. The Institute shall not be organized or operated for profit.

Section 6. Miscellaneous Prohibitions. The Institute shall not:

- A. Lend any part of its income or corpus, without the receipt of adequate security or reasonable rate of interest to...
- B. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to...
- C. Make any part of its services available on a preferential basis to...

- D. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from...
- E. Sell any securities or other property for less than adequate consideration in money or money's worth to...
- F. Engage in any other transactions that result in substantial diversions of its income or corpus to...

any Officer, member of the Board of Directors, the Council, or substantial contributor to the Institute.

The prohibitions contained in this Section do not mean to imply that the Institute may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

§

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing Bylaws constitute the Bylaws of American Institute of Biological Sciences, Inc., as duly adopted by the Board of Directors on the 5th day of June, 2025.

Signed this 7th day of July, 2025.



Dr. Pamela S. Soltis
Secretary
American Institute of Biological Sciences, Inc.

-- END --