

Bylaws of
the *Institute for the Preservation of Medical Traditions Inc.*,
a not-for-profit corporation

Revision June 2012

Article I Name and Nonprofit Policy

Section 1. Name

- (a) The name of the organization shall be “Institute for the Preservation of Medical Traditions”.
- (b) The organization is hereinafter referred to as “The Institute”.
- (c) The organization shall be known either as the “Institute for the Preservation of Medical Traditions” or “The Institute”.
- (d) The organization may at its pleasure by a vote of its Board of Trustees change its name.

Section 2. Name and Agreements with Other Institutions

The Institute may enter into an agreement of association with any other institution that shall help it to fulfil the purposes for which it has been established. It shall retain its identity and may consider itself as a part of such other institution .

Section 3. Nonprofit Policy

- (a) The Institute shall not be operated for profit.
- (b) The Institute properties, assets, and facilities shall be devoted to the exclusive purposes for which it has been created.

Article II Purposes

Section 1. General Purposes

- (a) The general purposes of the Institute will be exclusively scientific and educational in nature.
- (b) The purposes of the Institute are to recover, preserve, and study ancient or present medical traditions, especially therapeutics, in any part of the world, particularly, but not exclusively, on the basis of the written record.

Section 2. Specific Purposes

The specific purposes of the Institute are to:

- (a) advance knowledge of medical traditions by performing, encouraging and/or funding, as well as participating in, scientific research by any appropriate means on any aspect of ancient or present medical traditions in any parts of the world, at local, national, and international level.
- (b) establish, maintain, expand, make available, and promote a collection of documentation (primary sources and secondary literature) on any medium relevant for the study of all aspects of ancient or present medical traditions, including all the reference works of all kinds necessary for the scientific study of medical traditions.
- (c) prepare, edit, publish, sell, circulate, and distribute books, journals, magazines, publications, literature, and any other form of documentation deemed appropriate to communicate scientific information, on any medium, including electronic, digital, visual, and possible new ones, and to organize, and otherwise participate in, exhibitions or any other kind of diffusion of knowledge dealing with the preservation of medical traditions, including workshops, seminars, conferences, and any other public manifestation.
- (d) promote the awareness of preservation of medical traditions among scientists, scholars, and the general public, as well as institutions, research centers, universities, museums, libraries, and any repository of knowledge at local, national, and international level.
- (e) contribute to the education in the field of medical traditions, with a particular focus on the next generation of scientists, by setting up training programs, providing funding, making documentary collections and scientific expertise available, and taking any other appropriate measure.
- (f) grant funding in order to support any type of scientific activity in the field, be it in-house or extra-mural, for young scientists (under-graduate students, MA students, PhD candidates, or post-graduate PhDs) or established scholars and scientists, locally, nationally and internationally.
- (g) foster effective communication and collaboration with any other individuals, or institutions, universities, research centers, libraries, museums, and others interested or involved in the preservation, and study of medical traditions.
- (h) serve as an advocate for the preservation of medical traditions to any kind of institution (government, private, or others), be it locally, nationally, or internationally.
- (i) solicit funds from any kind of organization, corporation, institution, and individuals, locally, nationally or internationally, and receive donations and legacies.

(j) take all action necessary or desirable in order to effectuate any of the Institute purposes provided that such action is in conformity with the provisions of the legislation of the state of incorporation (Delaware, USA), and Section 501 (c) (3) of the Internal Revenue Code of the USA.

Article III Memberships

Section 1. Purpose

In order to provide a means of attracting interest in, and support for the activities of the Institute, the Board of Trustees shall establish one or more classes of membership as it deems fit, on the terms and conditions of Section 4 of Article III.

Section 2. Membership

Membership shall be open to any person (locally, nationally or internationally) who has shown an interest in the purposes for which the Institute is established, without regard to race, gender, age, color, religion, disability status, sexual orientation, marital status, ethnic or national origin. In this text “he” and related pronouns are used in the classical sense to denote the person male or female.

Section 3. Membership Committee

The Board of Trustees shall appoint a Membership Committee.

Section 4. Classes of Membership

The classes of membership, the application, election or appointment, and the qualifications of each class shall be as follows:

(a) Associates

1. Any person who shall have shown an interest in the purposes for which the Institute is organized, and its nonprofit policy, and who resides in any part of the world shall be eligible for election as an Associate.
2. Application for membership as an Associate shall be made in writing on a form to be created by the Membership Committee and supplied by the Institute.
3. Election as an Associate shall be approved by the Membership Committee within thirty days upon receipt of the completed form and payment of any possible filing fee and the annual dues for one year.
4. Notification of acceptance or rejection shall be communicated by the Membership Committee within thirty days upon meeting of the Committee.

5. An Associate shall have the right to attend meetings, participate in discussions, and serve on committees in a non-voting capacity.

(b) Fellows

1. Any person who may be considered able through education, training, knowledge, or professional experience, to further the work of preservation of medical traditions in accordance with the purposes for which the Institute is established, and who shall have shown a commitment to these purposes and the nonprofit policy of the Institute shall be eligible for election as a Fellow.

2. There shall be two classes of Fellows:

[1] Fellows shall be individuals who shall have shown a commitment to the Institute's purposes and nonprofit policy;

[2] Junior Fellows shall be individuals engaging in an activity that might lead to a commitment to the Institute's purposes and nonprofit policy.

3. The initial Fellows of the Institute shall be the founding Directors, Trustees, and Honorary Trustees. All of them shall be professional scientists, scholars, or personalities whose competence in any of the fields involved in Institute purposes is widely recognized. All of them shall be specialized in any of the disciplines necessary for the Institute to fulfil its mission, and shall have shown a strong commitment to the nonprofit policy of the Institute.

4. Application for Fellowship of the Institute shall be made in writing and endorsed by three Fellows on a form to be approved from time to time by the Membership Committee and to be provided by the Institute, and shall be supported by such evidence as the Membership Committee may require of the knowledge, skill and experience of the proposed Fellow, of his commitment to the nonprofit policy of the Institute, and of his fitness to further the purposes of the Institute.

5. In examining the documentation provided by a proposed Fellow, the Membership Committee may invite external specialists to review such documentation. Conclusions by such reviewers shall not be binding, and reviewers shall not receive any compensation, financial or other.

6. If the Membership Committee is satisfied as to the qualifications and fitness of a proposed Fellow, it shall notify all Fellows of its intent to elect a Fellow, and shall allow thirty days for comment thereon by any Fellow. Upon the expiration of such thirty days and after consideration of any such comments, the Membership Committee may declare the applicant elected to Fellowship.

7. Fellows are entitled to vote on the following:

- [1] Election of members of the Board of Trustees;
- [2] Amendments to the Bylaws (in accordance with their section XII);
- [3] Changes of dues;
- [4] Issues on which a vote is requested by the Board of Trustees.

8. Fellows must demonstrate adherence to the Institute nonprofit policy.

(c) Honorary Fellows

1. The Board of Trustees may from time to time in its absolute discretion confer Honorary Fellowship upon persons whose distinguished contributions and commitment to the field of preservation of medical traditions and the nonprofit policy warrant such designation.

2. Honorary Fellows shall not be required to pay any fees, dues, or assessments.

(d) Institutional Members

1. Any corporate body, organization, or association of any kind (such as universities, research centers, libraries, scientific or scholarly societies) which shall have shown an interest in, and a commitment to the purposes for which the Institute is established, and to its nonprofit policy shall be eligible for election as an Institutional Member.

2. Application for Institutional Membership of the Institute shall be made in writing on a form to be approved from time to time by the Membership Committee and to be provided by the Institute, and shall be supported by such evidence as the Membership Committee may require of the interest and commitment of the applying institution.

3. Membership in this category is granted upon review of the application by the Membership Committee and receipt of the applicable fee.

4. An Institutional Member may delegate one of its member as a Representative who shall have a right to vote.

Section 5. General Provisions

(a) Any person or institution whose application for membership has been denied by the Membership Committee may appeal such denial by filing a petition for review within thirty days after receipt of notice of such denial.

The Board of Trustees shall appoint a Membership Review Committee consisting of five Fellows at least, three of whom shall be Trustees and two of whom shall have the same specialty as the Appellant. No member of the Membership Committee shall also be a member of the Membership Review Committee. The Membership Review Committee shall review and consider the evidence presented to the Membership Committee, and shall uphold such decision unless it shall find such decision arbitrary, capricious, or an abuse of discretion.

(b) Dues of each class of membership shall be paid in advance for the fiscal year.

Dues of each class of membership may be determined by a majority vote at a general meeting. Dues increases of 5% or less will be approved by a majority vote of the Institute Board of Trustees.

Such dues will be used only to carry on the purposes of the Institute as defined in Article II. Funds accumulated from these dues or from grants, gifts, bequests made specifically to the Institute, or any other source will be held in account and will be administered by the Treasurer of the Institute.

(c) Any Associate, Fellow, Honorary Fellow or Institutional Member of the Institute may resign by writing to the Secretary of the Institute specifying the date on which the resignation shall be active. Any such resignation will not release the resigning Associate, Fellow, or Institutional Member from any authorized dues, or other obligations owing to the Institute prior to the date of resignation.

(d) Following the failure by an Associate, Fellow, or Institutional Member to pay dues in advance for the fiscal year, he shall be notified in writing of his delinquency in payment of dues by the Treasurer.

Any member so notified and failing to respond shall be considered as having willfully forfeited his membership in the Institute if payment is not received within thirty days from the date of mailing of such notice by the Treasurer.

Upon payment of current membership dues, any former member whose membership has been forfeited for nonpayment of dues shall be reinstated in the same class of membership as that held by said former member. However, if five years have elapsed from the date for such forfeiture, said former Associate and Fellow must apply for membership through the current Membership Committee. Institutional Members need only file the necessary forms and pay fees as stated above.

(e) Only Fellows are entitled to use the name of the Institute in representing themselves to the public as specialists or practitioners of preservation of medical traditions.

Article IV Board of Trustees

Section 1. Power and Qualification

The Board of Trustees of the Institute shall have custody of the Institute, its research activity, collections, properties, and other assets. Such Board of Trustees shall only act in the name of the Institute and for its best interest, and to foster its activity.

Trustees will be individuals whose education, training, knowledge, or professional experience shall contribute to further the work of preservation of medical traditions in accordance with the purposes for which the Institute is established, and who shall have shown a strong commitment to these purposes and the nonprofit nature of the Institute in their professional life, public activity, or any other manifestation. They shall be Fellows, or Honorary Fellows of the Institute.

Section 2. Initial Trustees

Initial Trustees shall be individuals who have shown a particular interest in, and commitment to the development of the Institute and its purposes and nonprofit policy, and whose education, ability, professional or public activity, knowledge or engagement shall contribute to the launching of the Institute. The Founding Directors will be included ex officio among the initial Trustees.

Initial Trustees shall be no less than five.

Section 3. Election and Term

Trustees to be elected for the ensuing term shall be elected at each annual meeting of the Institute. They will serve for a term of three years.

Section 4. Number of Trustees

Under normal economic and programmatic conditions, the number of Trustees constituting the entire Board of the Institute shall be not less than five nor more than fifteen, and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds vote of all members of the Board, may resolve to increase or decrease the number of Trustees, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 5. Vacancies

In case of any vacancy in the Board of Trustees, a majority of remaining Trustees may elect a successor to fill the unexpired term.

Section 6. Absences

If any Trustee shall fail to attend three consecutive meeting of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned, and the vacancy shall be filled.

Section 7. Removal

The Board of Trustees may entertain charges against any Trustee. At any meeting of the Board of Trustees duly called any Trustee may, by vote of two-thirds of the entire Board, be removed from office when sufficient cause exists for such removal.

A Trustee may be represented by counsel upon any removal hearing. The Board of Trustees shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Institute.

In the case of a removal, another Trustee may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 8. Meetings

(a) Annual Meeting: the Annual Meeting of the Board of Trustees shall be held in November of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice.

(b) Regular Meetings: Regular Meetings of the Board of Trustees shall be held at such times as the Board may, from time to time, determine.

(c) Special Meetings: Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of a majority of the Members of the Board.

All meetings will be convened by the President of the Board of Trustees. The Board of Trustees may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 9. Notice of Meetings

Notice of the time and place of every regular meeting of the Board of Trustees shall be communicated to each Trustee not less than ten nor more than twenty days before the meeting.

Section 10. Agenda for Regular Meetings

The agenda of business for each Regular Meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Report of the Director
- (f) Report of the Scientific Director
- (g) Reports of Regular Committees
- (h) Reports of any other Committees
- (i) Old business
- (j) New business
- (k) Adjournment

Section 11. Quorum and Vote

A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting.

A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Each Trustee shall have one vote, and such voting may not be done by proxy.

Section 12. Notice of Meetings and Personal Attendance by Communication Equipment

Notice of meetings and attendance in meetings of the Board of Trustees or any Committee thereof may be done by means of a conference telephone or any communication equipment allowing all participants in the meeting to get in contact with all persons participating at the same time. Participation by such means shall constitute presence at the meeting.

Section 13. Executive Committee

The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of not less than three including the President and not more than seven Trustees, who might be the Vice-President, the Secretary, the Treasurer, or other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee.

The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive

Committee shall have no authority as to those matters proscribed under any provision of applicable law.

Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

The Executive Committee shall report all its actions to the next meeting of the Board.

The Executive Committee shall recommend, and negotiate the compensation and benefits of the Directors (below).

Section 14. Regular Committees

As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least three Trustees and have the authority to carry out its purposes as set forth in this Section 14. In making these appointments, the Board shall designate the Chairman of each Committee other than the Finance Committee.

(a) Membership Committee: there shall be a Membership Committee which shall oversee the application for membership as specified above (Article III, Sections 3 to 5).

(b) Research Committee: there shall be a Research Committee which shall oversee, in collaboration with the Scientific Director, the current research activity of the Institute, and shall make recommendation for future activity and prepare strategic plans for long-term scientific development of the Institute. Such Committee may include external advisers as deemed necessary by the Chairman of the Committee and according to the questions to be discussed. Such external advisers shall not have right of vote.

(c) Collections Committee: there shall be a Collections Committee which shall oversee, in collaboration with the Director and Scientific Director, the collections of all kinds of the Institute, including the acquisitions, preservation, possible deaccessioning, and other disposition of the collections. Such Committee shall also make recommendations for strategic expansion of the collections. It may associate collections specialists to its discussions. Such specialists shall not participate to the deliberations of the Committee and shall not have right of vote.

(d) Grants and Research Funding Committee: there shall be a Grants and Research Funding Committee working in collaboration with the Scientific Director which shall define the grants and research funding to be offered to the scientific community. It shall fix the number of such grants and funding, determine the conditions of eligibility and the required profile, design the forms for application, review and rank the applications, and make recommendations for appointments. It shall also review the final reports of successful beneficiaries of financial support granted by the Institute.

(e) Scientific Events Committee: there shall be a Scientific Events Committee which shall oversee, make recommendations for, and evaluate the program and organization of such possible events as symposia, seminars or workshops, in collaboration with the Director and the Scientific Director. The Committee may associate external advisers to its discussions who shall be specialists of the topics to be treated in such scientific events. Such advisers shall not participate to the deliberations of the Committee and shall have no right of vote.

(f) Outreach Committee: there shall be an Outreach Committee which shall review in collaboration with the Scientific Director the scientific production of any kind of the Institute, be it for scientific, non-specialist, or any other audiences, and on any kind of support: scientific publications; exhibitions (actual or poster exhibitions); lectures and communications; symposia, seminars, or workshops; digital data; visual, and/or audio document; or any other form of presentation of Institute research projects, programmes, or results. Such Committee shall make recommendations, and may include in its discussions external advisers who shall be specialists of the matters under discussion, as deemed necessary by the Chairman. Such external advisers shall not participate to the deliberations of the Committee and shall have no right to vote.

(g) Teaching Activity Committee: in the case the Institute organizes a teaching activity of any type, there shall be a Teaching Activity Committee which will define, organize and oversee, in collaboration with the Director and Scientific Director, the programme, faculty, roster, possible tuition fee, evaluation of teaching activity, and any other element relevant to such activity. Such Committee may include in its discussion specialists of the matters to be taught, as well as curriculum designers, administrators, and any other advisers as deemed necessary by the Chairman, after deliberation with the Committee. Such external consultants shall not participate in the deliberations of the Committee and shall have no right of vote.

(h) Relations Committee: there shall be a Relations Committee which shall recommend policy for the public relations, possible membership programmes, and development activities of the Institute in collaboration with the Director.

(i) Finance Committee: there shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Institute.

The Finance Committee shall advise the Director in the preparation of the Budget for the calendar year which shall be presented annually to the Board of Trustees for adoption.

The Finance Committee shall review with the Director and the independent public accountants then serving the Institute audit policies and the proposed annual audit report to be submitted to the Board.

The Treasurer shall serve as Chairman of the Finance Committee.

(j) Nominating Committee: there shall be a Nominating Committee which shall recommend (i) persons for election to the Board of Trustees, and (ii) a slate of officers for election at the Annual Meeting of the Board of Trustees.

Nominations shall be communicated to each member of the Board of Trustees at least thirty days prior to the Annual Meeting of the Board.

The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. It may also propose to the Board persons for election as Honorary Trustees.

The President shall not serve on the Nominating Committee.

(k) Personnel Committee: there shall be a Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of possible Institute employees, other than the Directors, and all employee policies and programmes.

(l) Facilities Committee: if appropriate, there shall be a Facilities Committee which shall recommend policies for the maintenance, repair, and occupancy of the physical facilities of the Institute.

Section 15. Other Committees

The President, with the approval of the Board, may designate additional committees, each of which will consist of at least three Trustees and may include other persons who need not be Trustees. Each such person will be designated on the basis of the specific competence of the Committee he should be a member of.

Each such Committee shall have authority, and shall serve for such time as provided in the resolution designating the Committee, except that such authority shall not exceed the authority conferred on the Executive Committee or on any regular Committee.

Section 16. Honorary Trustees

(a) The Board of Trustees might appoint Honorary Trustees.

(b) Honorary Trustees shall be individuals whose achievements embody the purposes of the Institute.

(c) Honorary Trustees shall not be required to perform any activity for the Institute. Nevertheless, they might attended any meeting of the Institute, without right of vote however.

(d) Honorary Trustees might be consulted by the Trustees and the Directors of the Institute on matters that require strategic wise decision.

Section 18. Salary or compensation

No Trustee shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Trustee for receiving any compensation from the Institute for duties other than as a Trustee.

Article V Officers

Section 1. Officers

The officers of the Institute shall be as follows: a President, a Vice-President, a Treasurer, a Secretary, and one or more Trustees, whose number is determined in Section 4 of Article IV.

Section 2. Election of Officers

The President may be appointed as the CEO of the Institute by a majority of the Board present at the nomination meeting. All other Officers shall be elected by the Board of Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy of the above officers shall be filled by the Board of Trustees as soon as practicable.

Section 3. Removal

At any meeting of the Board of Trustees duly called, any Officer may, by a vote of two-thirds of the entire Board, be removed from office and another may be elected by the Board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 4. President

The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Institute. He shall act as Chairman of, and preside at all meetings of the Board and the Executive Committee, as well as membership meetings.

He shall present at each annual meeting of the Institute an annual report of the activity of the Institute.

He shall recommend all Committees, Regular or Others, and may serve on all Regular and Other Committees, except the Nominating Committee, in addition to the appointed members.

He shall see that all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the Institute.

He shall have such other powers and duties as may be designated by the Board and reasonably construed as belonging to the chief executive of any organization.

Section 5. Vice-President

At the request of the President or in the event of the absence or inability of the President, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

Section 6. Secretary

The Secretary shall be responsible for the keeping of Minutes of all meetings of the Institute. It shall be his duty to file any certificate required by any statute, federal or state.

He shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law to members of this organization.

The Secretary shall be responsible for the custody of the records and of the seal or seals of the Institute.

He may be one of the officers required to sign the checks and drafts of the Institute.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the Institute. He shall submit to the Board of Trustees any communications which shall be addressed to him as Secretary of the Institute.

He shall attend to all correspondence of the Institute and shall exercise all duties incident to the office of Secretary.

The Secretary shall have such other powers and duties as may be designated by the Board of Trustees.

Section 7. Treasurer

The Treasurer shall have the care and custody of all monies belonging to the Institute, and shall be solely responsible for such monies or securities of the Institute. He shall have supervision over the financial records of the Institute.

He must be one of the two officers who shall sign all checks or drafts of the Institute unless he is not available, in which case another officer shall sign in his stead. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Institute. Such statement shall be physically affixed to the minutes of the Board of Trustees of such meeting.

He shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

Section 8. Salary or compensation

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director for receiving any compensation from the Institute for duties other than as an Officer of Director.

Article VI Directors

Section 1. Directors

The Board of Trustees may appoint a chief administrator of the Institute, designated as Director, and a principal investigator of the Institute, designated as Scientific Director. Directors shall serve at the pleasure of the Board of Trustees.

Section 2. Director

The Board of Trustees may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted by the Board. The Director shall be the Chief Officer of the administrative/managerial staff of the Institute, and shall appoint, supervise, and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

Section 3. Scientific Director

The Board of Trustees may delegate to the Scientific Director the responsibility and authority for carrying out the mission of the Institute that have been adopted by the Board of Trustees. The Scientific Director shall be the Principal Investigator of the research activity performed within, or for the Institute, and shall appoint, supervise, and, when necessary, discharge individuals who occupy research positions authorized by the Board. The Scientific Director shall have such powers and duties as may be designated by the Board.

Section 4. Initial Directors

The Founding Directors of the Institute shall serve as Ex-Officio Directors and/or Scientific Directors of the Institute for an unlimited term.

In their capacity as Founding Directors they shall serve as Ex-Officio Trustees of the Institute. The CEO or the Scientific Director may serve as President. They shall have a right of vote in all Meetings, Committees, and deliberations of the Institute.

Their compensation and benefits will be of Senior Executive Officers with a similar level of responsibility in major national research organizations.

In the case they wilfully wish to put an end to their term, they will be automatically granted the title of Honorary Directors. In such event, they may be authorized upon their request to keep their compensation and benefits.

Article VII Scientific Advisers

Section 1. Scientific Advisers

In order to enlighten the Board of Trustees, the Officers, the Directors and/or individuals collaborating under any form with the Institute on matters that might be essential for the research activity of the Institute and requiring highly specialized knowledge, the Board of Trustees shall have the power to appoint scientists of renown as Advisers.

Section 2. Mission

Scientific Advisers shall be consultants of the Institute and shall give non-binding advice.

Section 3. Term

Term of Scientific Advisers shall be determined by the Board of Trustees. However, to ensure efficiency, term shall be for three years, unless otherwise specified.

Section 4. Salary or compensation

No Adviser shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Adviser for receiving any compensation from the Institute for duties other than as an Adviser.

Article VIII Salaries

The Board of Trustees shall hire, and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the activity of the Institute.

Article IX Meetings

Section 1. General Provisions

General Meetings of the Institute will be held annually at a time and place recommended by the Board of Trustees. The time and place will be announced in writing no less than thirty days in advance of such meetings by the Secretary.

If a General Meeting shall not have been called within eighteen months after the last General Meeting, a General Meeting may be called by twenty-five percent of the Fellows.

Section 2. Quorum

The Fellows present at any meeting (excluding proxies in the case of a special meeting) which has been announced in accordance with the provisions of Section 1 of this article shall constitute a quorum, provided that the number is not less than ten. The vote of a majority of the quorum shall constitute the vote of the Institute.

Section 3. Right of Vote

Only Fellows actually present may vote at the General Meeting.

Section 4. Special Meetings

Special meetings may be called by the President when he deems it for the best interest of the Institute. At the request of a majority of the Members of the Board of Trustees, or the members of the Institute, the President shall cause a special meeting to be called, giving no less than thirty days notice of such meetings. Such request of special meetings must be made in writing at least forty days before the requested scheduled date. Notice of a special meeting shall specify the reason and purpose of the meeting, and by whom it was called. Proxy forms will be provided. No other business but that specified in the notice

may be transacted at such special meeting without the unanimous consent of all present at such meeting. Fellows may vote by proxy only at a special meeting.

Section 5. Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order of the Institute.

Article X Voting

Section 1. Procedures

At all meetings, except for the election of Trustees, Officers and Directors, all votes shall be by voice. For election of Trustees, Officers and Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

Section 2. Questions to be voted

At any Regular or Special Meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Trustees, Officers and Directors.

Section 3. Inspectors of Elections

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a Committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. The certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Article XI Dues

Section 1. Dues

The initial dues of each class of Membership of the Institute shall be as follows per annum:

- (a) US \$ Twenty Five for Associates;
- (b) US \$ Fifty for Fellows;
- (c) US \$ Two Hundred Fifty for Institutional Members.

Future dues will be determined in accordance with the provisions set forth in Article III, Section 5 (b).

Section 2. Payment

Dues shall be payable on the first of January of each year.

Article XII Amendments and Other Provisions

Section 1. Amendments

These Bylaws may be altered, amended, or repealed in whole or in part by the affirmative vote of a majority in number of the Founders of the Institute and two thirds of the entire Board of Trustees, provided that at least thirty days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be communicated to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Fiscal Year

The Fiscal Year of the Institute shall commence on January 1.

Adopted by the Trustees of the Institute on June 11, 2012.

By: