

**BYLAWS
OF
INTERNATIONAL SOCIETY FOR EXTRACELLULAR VESICLES, INC.**

(A Wisconsin Nonstock Corporation)

(as amended and restated 4/26/2025)

**ARTICLE I
Identification**

- 1.1 **Name and Organization.** The name of the Corporation is **INTERNATIONAL SOCIETY FOR EXTRACELLULAR VESICLES, INC.**
- 1.2 **Principal and Business Offices.** The Corporation may have such principal and other business offices as the Board of Directors may designate, whether within or without the state of Wisconsin.
- 1.3 **Registered Agent.** The Corporation shall maintain a registered agent as required by Chapter 181 of the Wisconsin Statutes (the “Wisconsin Nonstock Corporation Law”) whose address may be, but need not be, identical with the principal office of the Corporation. The name and address of the registered agent may be changed from time to time by the Board of Directors.
- 1.4 **Records.** The Board of Directors may keep the books of the Corporation in such place or places as they may from time to time determine in accordance with Section 181.1601 of the Wisconsin Statutes.

**ARTICLE II
Purposes and Powers**

- 2.1 **Purposes.** The Corporation is organized and shall at all times be operated exclusively for, and its activities shall be limited to, such charitable, scientific, literary and/or educational purposes as will carry out the purposes of the Corporation as set forth in its Articles of Incorporation.
- 2.2 **Powers.** The Corporation shall have and be permitted to exercise all powers, rights and privileges as are authorized by Chapter 181 of the Wisconsin Statutes and which are not inconsistent with IRC Section 501(c)(3) status.
- 2.3 **Funds.** The Corporation may seek gifts, contributions, donations, and bequests for the purposes of the Corporation and all funds received by the Corporation shall be dedicated to and invested solely for the purposes of the Corporation. The Board of Directors may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by the Corporation in such manner as may be consistent with the purposes of the Corporation. Donors may contribute to the Corporation by making checks payable to the Corporation, endorsing securities to the order of Corporation, naming the Corporation in deeds or other instruments of title, or by otherwise naming or identifying the Corporation in an instrument of transfer or conveyance at the time of contribution.

ARTICLE III

Prohibited Practices

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2.1 of these Bylaws. Thus, the Corporation is a Non-for-Profit organization.

ARTICLE IV

Members

- 4.1 **Membership.** The Corporation shall have members (“Members”). Membership in the Corporation shall be a privilege, not a right, and is dependent upon the applicant for membership demonstrating compliance with the requirements for membership as defined in the Bylaws and otherwise by the Board of Directors of the Corporation.
- 4.2 **Classes of Membership/Eligibility.** Membership shall be open to those individuals are (a) professionally, academically, scientifically, clinically or vocationally involved in the field of extracellular vesicle research and/or applications (the “Field”), and (b) interested in the study and advancement of understanding and science in the Field. Members with “Full Membership” as defined by the Board of Directors (Full Members) shall have full membership rights and privileges, including the right to vote and to serve as an officer and on the Board of Directors of the Corporation as a director. The Board of Directors may, from time to time, establish such additional requirements or procedures as it may deem necessary or appropriate in order to carry out the provisions of this Section. The Board of Directors or its designee shall have the authority to make determinations regarding whether the requirements for membership have been fulfilled in any instance. Additional classes of membership, for example, without full rights and privileges and/or with different levels of dues, may be established from time to time by the Board of Directors.
- 4.3 **Application for Membership/Approval Process.** An application for membership shall be submitted by an applicant to the Corporation in such a manner and on such form as shall be prescribed by the Board of Directors from time to time.
- 4.4 **Acceptance of Members.** Each new Member shall be notified in writing of his or her membership. New Members shall pay their required dues prior to becoming a Member.
- 4.5 **Termination of Members.** Membership may be terminated for failure to make payment of dues within ninety (90) days after the same become due.
- 4.6 **Dues.** The Corporation may impose dues on Members in different membership classes in such amounts as shall be determined by the Board of Directors from time to time.
- 4.7 **Annual Meeting.** An annual meeting of Members shall be held every calendar year at the principal place of business of the Corporation or at such other time and place as determined by the Board of Directors as shall be specified in a notice of meeting, in order to transact such business as shall come before the meeting.
- 4.8 **Special Meetings.** Special meetings of the Members may be called for any purpose by the President, by the Board of Directors by majority vote, or by five percent (5%) of the Members.

- 4.9 Voting. Each Member in good standing, and only Members in good standing, shall be entitled to vote on all matters to be voted on by Members of the Corporation, including, without limitation, electing directors of the Corporation as provided herein. Any matter to be decided by a vote of the Members of the Corporation shall, except as otherwise provided in the Wisconsin Nonstock Corporation Law or as expressly provided herein, be decided by a majority of Members voting in person or by proxy at a duly held meeting of Members at which a quorum is present.
- 4.10 Quorum. The presence in person or by proxy of not less than five percent (5%) of the total number of Members shall constitute a quorum for the transaction of business at any annual or special meeting of Members of the Corporation. Any matter to be decided by a vote of the Members of the Corporation shall, except as otherwise provided in the Wisconsin Nonstock Corporation Law or as expressly provided herein, be decided by a majority of Members voting in person or by proxy at a duly held meeting of members at which a quorum is present. The Members present at a duly organized meeting where a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Members whose absence would cause less than a quorum.
- 4.11 Notice of Meetings. Written notice stating the place (which may be within or without the state of Wisconsin), day and hour of any meeting of Members shall be signed by the President or Secretary-General of the Corporation, or by a person designated by either one of them, and shall be delivered either personally or by first class mail (for purposes of these Bylaws, meaning the governmental or other official postal system of the country of origin) or by electronic transmission, to each Member entitled to vote at such meeting, not less than thirty (30) days nor more than one hundred (100) days before the date of such meeting. In case of a special meeting or when otherwise required by Wisconsin Statutes or by these Bylaws, such notice shall also include the purpose or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.
- 4.12 Action by Members Without A Meeting.
- 4.12.1 Action by Written Ballot. Any action that may be taken at a meeting of the members may be taken if the Corporation delivers a written ballot, by mail or by electronic transmission, to each Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:
- (a) the number of responses required to meet the quorum requirements;
 - (b) the percentage of approvals necessary to approve each matter other than the election of directors; and
 - (c) the time by which a ballot must be received by the Corporation in order to be counted.

A written ballot may not be revoked. For purposes of clarity, the term “written ballot” for purposes of this Section includes a ballot transmitted or received by electronic means.

4.12.2 Action by Written Consent. Any action required by law to be taken at a meeting of the Members, or any action that may be taken at a meeting of Members, may be taken without a meeting if a consent in writing delivered by mail or electronic means, setting forth the action so taken, is signed by not less two-thirds (2/3) of the Members entitled to vote with respect to the subject matter thereof; provided, however, that if the vote of a greater proportion of such Members is required under applicable law for such action, the vote of such greater proportion shall be required hereunder.

4.13 Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

4.14 Removal. Any Member may be removed by at least a two-thirds (2/3) vote of the Board of Directors for good reason as determined by the Board of Directors in its discretion.

ARTICLE V

Member Covenants

5.1 Confidential Information. Members, directors, officers, committee members and staff of the Corporation shall abide by such confidentiality policies relating to confidential information of the Corporation as the Board of Directors may establish from time to time.

5.2 Conflicts of Interest/Disciplinary Process. The Board of Directors may establish from time to time such rules or policies with respect to the ethical conduct of its Members, including without limitation, procedures and policies for dealing with conflicts of interest and the discipline of its Members in the event of a breach of any such rules or policies.

ARTICLE VI

Board of Directors

6.1 Powers and Responsibilities. The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Corporation, subject only to the limitations set forth in these Articles of Incorporation, these Bylaws, or by applicable law.

6.2 Composition of Board of Directors. The Board of Directors of the Corporation shall consist of no fewer than twenty-two (22) individuals, comprising the ten (10) officers described in Section 7.1 below (hereafter referred to as the “Executive Committee”), and no fewer than twelve (12) Members-At-Large Directors (“Members-At-Large Directors,” and together with those directors serving as such by virtue of their status as officers, the “Directors” or a “Director”), including no fewer than three “Early Career Professional Representatives” (ECP), as defined by the Board. Each Director shall be entitled to one vote with respect to matters submitted to a vote of the Board of Directors. Only Members of the Corporation shall be eligible to serve as Directors of the Corporation. The term of each Members-At-Large Director position shall be two (2) years, which terms shall be renewable, if necessary, but not more than once. The terms of officers of the Corporation are described in Section 7.1 below.

The Board of Directors should be representative of the Members and the Field overall.

The President may, in his or her discretion from time to time, designate one or more Members of the Corporation (other than the officers and Member-At-Large Directors) who have a particular area of knowledge, experience or skill useful to the Board of Directors to serve as non-voting, advisory members of the Board of Directors (“Adjunct Advisory Board Members”). Adjunct

Advisory Board Members shall be entitled to participate in the activities and functions of the Board of Directors solely in an advisory capacity as described herein on such terms and conditions as the President may determine from time to time, but they shall not be entitled to vote and shall not be considered or counted as a director for other purposes, including, without limitation, in determining whether a quorum exists for purposes of transacting business at any meeting of the Board of Directors.

- 6.3 Resignation. Any Member-At-Large Director may resign from the Board of Directors at any time by giving written notice to the President of the Corporation. Any resignation of an officer from such office shall also constitute a resignation of such individual as a Director; likewise, any resignation of a Director who is also an officer shall also constitute a resignation from such office. Any Director who is absent from three (3) consecutive meetings or four (4) meetings within any twelve-month period, shall be deemed to have resigned such position.
- 6.4 Removal. Any Member-At-Large Director may be removed from the Board of Directors with or without cause by a two-thirds (2/3) vote of the Members. Any removal of a Director who is also serving as an officer shall also constitute a removal from such office.
- 6.5 Vacancies. In case of any Member-At-Large Director vacancy on the Board of Directors for any reason (including, without limitation, the death, resignation or removal of a Director) before the expiration of the term of such Directorship, the President, with approval of the Board of Directors, may choose to leave the position vacant or may appoint any Member as successor to serve for the unexpired portion of the term of the vacant Directorship.
- 6.6 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or outside the State of Wisconsin as they may from time to time determine.
- 6.7 Annual Meeting/Regular and Special Meetings.
- 6.7.1 The Annual Meeting of the Board of Directors for the transaction of such business as shall come before the Board of Directors at such meetings shall be held at such other time and place as shall be designated in the notice of such meeting pursuant to Section 6.8, below; provided, however, that any such annual meeting occurring in a year in which an annual meeting of Members is being held shall be held as nearly as practicable to the date and the time of such annual meeting of Members at the same location as such annual meeting.
- 6.7.2 In addition to its annual meeting, the Board of Directors shall hold such additional regularly scheduled meetings throughout the year as may be determined by the Board of Directors.
- 6.8 Special Meetings. Special Meetings of the Board of Directors may be scheduled and convened at any time at the request of the President or by written petition signed by any two (2) Directors and delivered to the President and Secretary-General.
- 6.9 Notice. The President or the Secretary-General of the Corporation shall give notice of each annual and special meeting by mailing or transmitting by facsimile or other electronic transmission at least twenty-four (24) hours before any meeting of the Board of Directors to each Director, or, in the event of an emergency as determined by the President, such shorter period as may be necessary on account of such emergency. Such meetings may be scheduled during any prior regularly scheduled meeting. Notice of any meeting of the Board of Directors may be waived by any director. Neither the business to be transacted nor the purpose of any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws or applicable law. At any meeting attended by all

of the Directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

- 6.10 **Quorum.** At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For the Corporation, the minimal number of Directors present needs to be twelve (12), if all positions are filled, or one less for every Director position vacant. If the number of Directors necessary to constitute a quorum shall fail to attend at the time and place fixed for an annual or special meeting of the Board of Directors, the Directors in attendance may adjourn from time to time without notice or other announcement at the meeting unless the requisite number of Directors to constitute a quorum shall attend. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of that number of Directors whose absence would cause less than a quorum. At any meeting of the Executive Committee, a majority of the Officers then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. The same principles stated above for the Board of Directors also apply to the Executive Committee.
- 6.11 **Decision power:** Most executive decisions are taken by the Executive Committee following a vote from its members. However, the following decisions may be made by the Board of Directors only: bylaws changes to propose to the General Assembly, establishing procedures for the election of Board of Directors positions, selection of location of annual meetings and approval of meeting chair(s), approval of the Editor(s)- in- chief and other key personnel of ISEV journals, endorsement of papers as official position papers of ISEV, establishing or modifying formal relationships with other organizations, and approval of the annual budget. The Executive Committee should seek Board of Directors Approval for any annual budget line-item expense that exceeds 10% of the original approved budget amount. The Executive Committee shall advise the Board of Directors on policy; shall study and recommend action on proposals or initiatives from Directors, adjunct members of the board, or from members of the ISEV community, national societies, etc.; and shall assume the responsibility for the governance and welfare of the Corporation in the interim between Board of Directors meetings.
- 6.12 **Manner of Acting.** The act of a majority of the Directors or Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors or Officers except where otherwise provided by these Bylaws or by applicable law. The decisions of the Board of Directors or Officers is taken by a simple majority, but if the votes are equal, the President's vote decides the majority. For a Board of Directors or Officers vote, the President decides how the voting procedure shall commence. If a Director or Officer does not consent to a majority decision by the Board of Directors or Officers, and the director or Officer wishes to not be accountable for such decision, a written declaration with explanation of stance in relation to the question at hand, shall be given to the Secretary- General within 24 hours of the meeting, and will be attached to the Minutes of the meeting.
- 6.13 **Action without a Meeting.** Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or Officers may be taken without a meeting if, prior or subsequent to such action, two-thirds (2/3) of the Directors or Officers consent thereto in writing ("in writing, or "written," for purposes of this Section includes a communication that is transmitted or received by electronic means). Such written consents may be executed in counterparts, and shall be filed with the minutes of the Corporation. Action by written consent shall have the same force and effect as a vote of such Directors at a duly constituted meeting of the Board of Directors at which a quorum was present. If written action is taken under this section by less than all Directors, all Directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by written consent. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action.

6.14 Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that:

- (a) all participating Directors may simultaneously hear each other during the meeting, or
- (b) all communication during the meeting is immediately transmitted to each participating Director, and each participating director is able to immediately send messages to all other participating Directors.

Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

ARTICLE VII

Officers

7.1 Officers. The officers of the Corporation shall be ten (10), including the President, Secretary-General, Treasurer, President-Elect, and Immediate Past President, as well as Executive Chair for a) Science and Journals, b) Education, c) Communications and Membership, d) Meetings and Programs, and e) Translation, Regulation, and Advocacy. Officers shall each serve for terms of two (2) years in such office. President, President-Elect, and Immediate Past President will serve for only one (1) term of two (2) years. No other officer can serve in any one position for more than two consecutive terms. Officers are eligible to serve a maximum of four terms exclusive of the President's track. No individual may hold two offices simultaneously. Once an officer has completed their maximum term in an Officer role they cannot return to the Board as a Member-at-Large Director. A former President is ineligible to return to the Board in a voting position. Primarily Members who are Members-At-Large Directors, Adjunct members or Committee Chairs at the time of their election or appointment, shall be eligible to serve as officers, although Members that are not in such positions can be elected if the slate for election of the Officers is incomplete.

7.2 Powers and Duties.

7.2.1 President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which such responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall preside at all meetings of the Board of Directors and the President or his/her designee shall be responsible for scheduling all meetings of the Board of Directors. The President may determine the order of business to be conducted at Board of Directors meetings, and how any procedural votes are conducted.

7.2.2 Secretary-General. The Secretary-General or his/her designee shall record the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law; be custodian of the corporate records; and perform all duties incident to the office of Secretary- General.

7.2.3 Treasurer. The Treasurer shall have supervision, directly or through such designee as the Board of Directors may determine from time to time, of all monies, securities and other valuable properties of the Corporation and shall oversee accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Treasurer shall ensure that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall perform such other duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office of Treasurer.

The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, or for the performance of any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee, and he or she shall not be responsible for any actions of any other officer, agent or employee of the Board of Directors.

7.2.4 Immediate Past President. The Immediate Past President will perform such duties as the Board of Directors, through the President, may direct, and such other duties as usually pertain to the office of Immediate Past President.

7.2.5 President-Elect. The President-Elect shall become the President at the end of his or her non-renewable two (2)-years term. The President-Elect shall assume the duties of the President in the event of the President's death, incapacitation, removal or inability or refusal to act, to complete the unexpired term. The President-Elect will perform such other duties as the Board of Directors, through the President, may direct, and such other duties as usually pertain to the office of President-Elect.

7.2.6 Executive Chairs. The Executive Chairs of Science and Journals; Meetings and Programs, Communications and Membership; Education; and Translation, Regulation, and Advocacy shall oversee the operations and activities of any and all committees, sub-committees, task forces or similar bodies that are created under the purview of each officer's respective area, as defined in standard operating procedures maintained by the Corporation.

7.3 Resignation/Removal. Any officer may resign at any time by delivering written notice of same to the President and Secretary-General. Any officer may be removed from office with or without cause by a two-thirds (2/3) vote of the Board of Directors.

7.4 Vacancies.

7.4.1 President. In the event of the President's death, resignation or removal while in office, the President Elect shall assume the office of President for the remainder of such term. In the case of both the President and the President Elect is unavailable, the Secretary-General will assume the responsibilities of the President.

7.4.2 Secretary-General and Treasurer. In the event of the Secretary-General's or Treasurer's death, resignation or removal while in office, the Board of Directors shall fill such vacancy by appointment from among the Member-At-Large Directors, as soon as practicable for the unexpired portion of such term.

- 7.4.3 Immediate Past President. In the event of the Immediate Past President's death resignation or removal while in office, such position shall remain vacant for the remainder of such term.
- 7.4.4 President- Elect. In the event of the President- Elect's death, resignation or removal while in office, a new election will be organized by the Board of Directors within three (3) months, following all standard election procedures.
- 7.4.5. Executive Chairs. In the event of an Executive Officer's death, resignation or removal while in office, the Board of Directors shall fill such vacancy by appointment from among the Member-At-Large Directors, Adjunct members or Committee Chairs, as soon as practicable for the unexpired portion of such term.

ARTICLE VIII

Manner of Election of Officers and At-Large Directors

The President, President-Elect, Secretary-General, Treasurer and Executive Chairs for Science and Journals; Meetings and Programs; Education; Communications and Membership; and Translation, Regulation and Advocacy, as well as Members- At-Large Directors, shall be elected through such procedures as the Board of Directors may establish from time to time. The President, President-Elect, Secretary-General, Treasurer and Executive Chairs for Science and Meetings, Education and Communications and Membership, as well as Members-At-Large Directors are elected by the Members at a General Assembly Meeting during or in connection with an annual meeting of Members, for terms to take effect at the end of such annual meeting, with the handing over of responsibilities to the new Directors at the closing of the meeting. The individual serving as President shall assume the office of Immediate Past President automatically upon the expiration his or her term as President, at the closing of the annual meeting, and will continue during the tenure of the newly elected President. The individual serving as President-Elect shall assume the office of President automatically upon the expiration of his or her term as President elect, at the closing of the annual meeting.

Nominations and Elections

The Nominating Committee comprises the most recent past president not currently serving on the Executive Committee and the President-Elect, who would suggest three additional committee members, including one Early Career Professional representative, to be approved by the Executive Committee. None of the members of the Nominating Committee should be standing for election. The Early Career Professional will observe the officer selection process and be actively involved in the Member-at-Large discussions.

The Nominating Committee shall develop a call for nominations to the Membership, review nominations provided within an established timeline, present a short list of nominees to the membership for an advisory vote, and present a slate of nominees to the Executive Committee. The Executive Committee, then the Board of Directors will review and approve or modify the slate. The slate is presented to the General Assembly for a final, binding vote. Throughout the nomination and election process, the Nominating Committee shall inform the Executive Committee of its activities and seek input and feedback. The timing of the election process should allow successful nominees to be informed no less than one month before the annual meeting.

ARTICLE IX

Board Committees and Other Groups

The Board of Directors may from time to time designate and establish such committees, subcommittees, working groups, and task forces, including those specified elsewhere in this

Article, having such terms, powers and duties delegated or assigned by the Board of Directors as the Board of Directors deems necessary or advisable. The Board of Directors may determine the number of members to serve on each Committee, the eligibility requirements for serving on same and procedures for appointment thereto and the operations thereof. Members of committees, subcommittees, working groups, task forces, and other relevant leadership roles are eligible to serve for a maximum of two terms.

The Corporation shall maintain a virtual community for the participation and advancement of early-career professionals (ECPs; an "ECP Community"), as defined by the Board. Members of the Corporation who feel that they satisfy the ECP definition may elect to join the ECP Community in their application for membership. The ECP Community will operate in a semi-autonomous manner within the Corporation and pursue activities to support and advance the ECP Community members. The ECP Community will be governed by a Board structured similarly to that of the ISEV board. The Corporation will manage finances, corporate interactions, mentorship program(s), elections, and other matters for the ECP Community as determined by the Corporation Board from time to time.

The Corporation shall maintain an Ethics Committee to provide advice on ethics, including recommendations on a code of conduct and other matters.

ARTICLE X

Executive Director

- 10.1 Executive Director. An Executive Director may be employed directly or by contract by the Board of Directors. The Executive Director shall have general charge of the day-to-day operations and management of the Corporation, to the extent designated in the contract between the Corporation and the Executive Director. The Executive Director may sign in the name of or on behalf of the Corporation any contract or agreement authorized by the Board of Directors and shall do and perform such additional duties as may be assigned by the Board of Directors and/or otherwise expressed in a management agreement.
- 10.2 Evaluation. The performance of the Executive Director should be reviewed at the end of every calendar year.

ARTICLE XI

Contracts and Other Documents

- 11.1 General. The Board of Directors, except to the extent otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers of the Corporation in addition to the President, to enter into any contract or execute and deliver any instrument, note, evidence of debt, loan or documents in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
- 11.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be authorized by the officer or officers of Corporation, or the Executive Director, as delegated by resolution of the Board of Directors.
- 11.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories or shall be otherwise entrusted as the Treasurer may from time to time recommend, subject to the approval of the Board of Directors.

ARTICLE XII
Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless and until the Board of Directors determines otherwise.

ARTICLE XIII
Indemnification

The Corporation shall, to the fullest extent authorized or allowed by the Wisconsin Nonstock Corporation Law, indemnify any Director, officer, committee member, employee or agent of the Corporation and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of the Corporation or in connection with any appeal or otherwise; and no provision of the Bylaws shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under the Wisconsin Nonstock Corporation Law upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the Wisconsin Nonstock Corporation Law or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under the Wisconsin Nonstock Corporation Law. These indemnification rights shall not be deemed to exclude any other rights to which the director, officer, employee or agent may otherwise be entitled. The Corporation may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not the Corporation would be obligated to indemnify such person under this Article.

ARTICLE XIV
Amendments

Amendments to these Bylaws may be proposed by the Board of Directors or the written petition of at least twenty (20) Members of the Corporation. Such proposed amendment shall be submitted to the Board of Directors, which shall, at its next regularly scheduled meeting, consider same and make a determination regarding whether to recommend same for approval by the Members. If the Board of Directors so determines, it shall promptly recommend approval of same to the Members, such amendment to then be submitted to the Members for consideration of adoption at the next annual or special meeting of Members or by ballot in accordance with Section 4.12.1, above. The Secretary-General shall include a copy of the proposed amendment with such submission, together with a statement that the Board of Directors recommends such amendment for adoption.

ARTICLE XV
Compensation

No Director, officer, committee member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation;

provided that this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Notwithstanding the foregoing, no officer or committee member shall receive compensation from the Corporation for serving in such capacity; provided, however, the Corporation may reimburse expenses of such persons in attending meetings and conducting other activities on behalf of the Corporation.

ARTICLE XVI **Liquidation**

Upon dissolution of the Corporation for any reason, the Board of Directors shall, after paying or making provisions for the payment of the corporation's liabilities, if any, distribute the corporation's net assets, to be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code having interests and objectives associated as closely as possible with the purposes of the Corporation as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any Director, trustee or officer, or any private individual. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of the Corporation in liquidation shall be made in accordance with the Wisconsin Nonstock Corporation Law.

ARTICLE XVII **Miscellaneous**

- 17.1 Corporate Seal. The Corporation shall have no seal.
- 17.2 Trademarks. No member may use the Corporation's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors.
- 17.3 Interpretation. In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.
- 17.4 Definition of "Code." All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.
- 17.5 Headings. The headings in these Bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.