

Article I. Name and Objective

1.1 The name of the Society shall be International *Fetal Transplantation and Immunology Society (iFeTIS)*

1.2 The goals and objectives of the Society should be as follows:

1.2.1 To accelerate clinical applications of stem cell transplantation and gene therapy approaches to treat fetuses with congenital disorders through

1.2.1.a) Promoting basic research leading to the development of fetal therapies

1.2.1.b) Promoting translational research leading to the development of fetal therapies

1.2.1 c) Raise public and scientific awareness of the need for development of fetal treatments

1.2.2. To develop and maintain an international registry of treated patients and their outcomes to facilitate reporting and sharing of results. This database will not be publicly accessible and data should be anonymized.

1.2.3. To promote the establishment of mutually beneficial collaborations among its members.

Article I. Membership

1.0. The Society shall consist of members which work on the field of fetal therapies and/or in basic and translational scientific projects that can better the knowledge of fetal patients

1.1. A Member shall have a significant interest in advancing scientific growth of fetal biology or fetal therapies.

Article 2. Governance

2.0. *iFeTIS* shall maintain an address located in the USA.

2.1. The management of IFeTIS shall reside in the Board of Directors, as specified herein. It is the function of the Board of Directors to determine objectives, philosophy, and official policy of the organization and to implement the same.

2.2. Board of Directors

2.2.0. The Board of Directors shall consist of the President(s), the immediate Past President(s), the President-Elect, Secretary, Treasurer, and four to ten elected directors, all of whom have voting rights. The board of directors should have members from a variety of Institutions and equally membership numbers amongst the Institutions.

2.3. Duties and Powers of the Board of Directors

2.3.0. A quorum for conducting official business at a meeting of the Board of Directors shall be a majority of its Directors. Official business may be conducted by mail or telecommunications; however, approval of two-thirds of the Directors is necessary to ratify actions taken.

2.3.1. To exercise its legal and constitutional authority and responsibility in the direction and conduct of the affairs of iFeTIS, including the initiation and establishment of policy, in order to promote and attain the purposes of iFeTIS.

2.3.4. To engage in business activities including but not limited to the entering of contracts, leases, and other legal documents, the purchasing and sale of real and personal property, the pledging as security assets of iFeTIS, and the transacting of all other affairs of iFeTIS not otherwise provided for.

2.4. Board of Directors Meetings

2.4.0. The Board of Directors shall hold at least one official meeting each year.

2.4.1. The annual meeting of the Board of Directors shall be held at the time of the Annual Scientific Meeting.

2.4.2. Additional meetings may be called by the President by written notice to all Directors at least 3 days prior to the meeting date.

2.5. Fiscal Year

2.5.0. The fiscal year of iFeTIS shall end on September 31th.

Article 3. Election and Terms - Officers and Board of Directors

3.0. Nominations for the office of President-Elect shall be made by the Board of Directors each year such that the President-Elect will serve on the Board of Directors during the President's term. All nominees must agree that he/she is

willing, if elected, to serve. The candidate receiving the highest number of votes cast by those voting will be elected.

3.1. The election of the Board of Directors shall follow the same procedure as for the election of the President-Elect. Additional nominations to the Board of Directors may be made by petition. All nominees must agree that he/she is willing, if elected, to serve. Those receiving the highest number of votes shall have priority for the longer terms among the vacancies. Directors will serve for a term of five years, and may serve multiple terms.

3.2. The Secretary and the Treasurer will each be appointed by the Board of Directors and will assume office on a date set to coincide with the academic fiscal year. The start of the two year terms of the Secretary and Treasurer will be staggered by one year. The Secretary and Treasurer will serve for a term of two years and serve up to two successive terms.

3.3. With the exception of the Secretary and Treasurer, all officers and members of the Board of Directors shall take office at 30 days following the Annual Business Meeting. All officers shall continue until relieved by their successors.

3.4. Interim vacancies among the elected members of the Board of Directors, including those created by inability or ineligibility to serve or by election to the office of President-Elect by appointment to a position on the Board, shall be filled by appointment of the Board of Directors. An interim vacancy among members of the Board, excepting the President, shall be filled by appointment by the Board of Directors. An interim vacancy in the presidency shall be filled by advancement of the President-Elect; however, in the event that there is no President-Elect to advance, the Board of Directors shall elect one of its number as Acting President to serve until the completion of the next regular election.

3.5. In the case of a tie in the election of officers or Board members, the winner shall be chosen by lot. The President shall conduct the drawing.

Article 4. Quorums

4.1. Voting of the Society - A quorum for the transaction of business at a business or administrative meeting, or by ballot shall be a majority of the voting members of the Society. A time limit of not less than 3 days for a response to be counted must be specified on each ballot. At any scheduled regular meeting of the Society, if less than a quorum can be brought together; tentative action may be taken which will become effective on subsequent ratification, either at a meeting or by ballot.

4.2. Ballots may be made by mail or by telecommunications.

Article 5. Presiding Officer of the Board of Directors

5.0. The President of the Society is normally the presiding officer of each meeting of the Board of Directors. In his or her absence, or if the presidency is vacant, the President-Elect or Past President shall be presiding officer. In the event the President-Elect or Past President is not present, the Board of Directors shall elect one of its number as presiding officer pro-tem. A presiding officer pro-tem shall be counted as a voting member for purposes of defining a quorum but shall vote only in the case of a tie.

Article 6. Officers

6.0. President - It shall be the duty of the President to preside over the Annual Business Meeting of the Society, to serve as chair of the Board of Directors, to run the annual scientific meeting, and to carry out other activities usually pertaining to the office. The President may establish ad hoc committees. The President shall serve a one year term ending 30 days after the end of the Annual Business Meeting.

6.1. President-Elect - The President-Elect shall serve in the place of the President in his/her absence. The President-Elect will automatically succeed to the presidency when the office becomes vacant. He/she shall also serve as a member of the Board of Directors.

6.2. Past President - The Past President shall serve as a member of the Board of Directors with the principal responsibility of providing guidance to the President as needed.

6.3. Secretary - The Secretary of the Society shall be responsible for keeping all records of the Society and for maintaining the mailing address of the Society. The Secretary shall also carry out such other duties as the Board may require. The Secretary shall serve a two year term to coincide with the beginning of an academic fiscal year (October 1st).

6.4. Treasurer - The Treasurer is responsible for keeping all financial records of the Society and for making them available for annual auditing, initiating the preparation of annual budgets and income tax reports, and submitting same to the Board of Directors, for opening and closing bank accounts, and for the receipt and disbursement of funds in accordance with the annual budget approved by the Board of Directors. The Treasurer shall also carry out such other duties as the Board may require. The Treasurer shall serve a two year term to coincide

with the beginning of an academic fiscal year (July 1) and to be staggered with the start of the term for the Secretary by one year.

6.5. Dates That Officers Assume Their Duties - The President, President-Elect, Past President assume their duties 30 days following the Annual Business Meeting of the Society. The Secretary and Treasurer of the Society assumes his/her duties on July 1. New members of the Board of Directors shall assume office 30 days following the Annual Business Meeting of the Society.

Article 7. Meetings

7.0. iFeTIS is authorized to hold regional and international scientific meetings. There shall be held, at least bi-annually, a business meeting in connection with the international scientific meeting of the Society. In any calendar year, only one meeting of the Society shall be designated as the Annual Meeting. The Annual Meeting and its associated business meeting define the terms of the offices of the Society. Parliamentary procedures to be followed in business meetings of the Society and of its Board of Directors shall be those specified in Robert's Rules of Order, Revised. Sites for meeting will be determined by the President with approval of the Board of Directors. The presiding officer at the Annual Business Meeting shall be the presiding officer of the Board of Directors, as defined in Bylaw Article 5.0.

Article 8. Financial Management

8.0. The President shall maintain a liaison with the Treasurer and Secretary regarding financial matters concerning the conference and the Society.

Article 9. Amendments to the Bylaws

9.0 Amendments to the Bylaws may be proposed by any member of the Board of Directors. Proposals for amendments must be submitted in writing via mail or telecommunications to the Board of Directors. A two-thirds vote via mail or telecommunication by both the Board of Directors and by members of the Society shall suffice for ratification. Amendments to the Bylaws shall become effective on publication to the members of the Society.