

BY-LAWS  
OF  
INTERNATIONAL SOCIETY FOR CARDIOVASCULAR INFECTIOUS DISEASES, INC.

ARTICLE I

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND YEAR

Section 1. Name and Purposes. The name and purposes of the corporation (hence referred to as the International Society for Cardiovascular Infectious Diseases or the Society) shall be as set forth in the Articles of Organization.

Section 2. Location. The principal office of the Society in the Commonwealth of Massachusetts shall be located at c/o Dr. Vivian Chu, Hanes 177, Trent Drive Durham NC 27710. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section 3. Corporate Seal. The Directors may adopt and alter the seal of the corporation.

Section 4. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on December 31, in each year.

Section 5. Objectives. The Society has the following objectives:

- a. Promote knowledge and awareness of infective endocarditis (IE) and other cardiovascular (CV) infections
- b. Develop working/study groups for the purpose of developing consensus guidelines and delving into topics related to IE and CV infections
- c. Collaborate with health care and research organizations, as well as with industry, for the best fulfillment of the Society's purposes
- d. Promote, through the appropriate instruments, continuous training in IE and other CV infections
- e. Create structures that facilitate the performance of clinical trials or any activity conducive to the development of the scientific and professional objectives of the Society

ARTICLE II

MEMBERS

Section 1. Membership. The membership of this Society shall consist of physicians, scientists, and other health care professionals dedicated in significant part to a better understanding of infections of the cardiovascular system and to research and education regarding these infections. Membership is neither limited by number nor by geographic designation.

Section 2. Meeting. The date and hour of the annual or biennial meetings of the Society shall be fixed by the Directors. The purposes for which the annual or biennial meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President in the notice of meeting. In the event that no date for the annual or biennial meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting shall have the same effect as if taken at the annual meeting.

Section 3. Special Meeting. Special meetings of the Society may be called by the President or by the Directors and shall be announced by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more members entitled to vote thereat. In case none of the officers is able and willing to call a special meeting, three or more Directors may petition the Supreme Judicial or Superior Court of the Commonwealth of Massachusetts to authorize one or more Directors to call a meeting by giving such notice as is required by law.

Section 4. Place of Meetings. Meetings of members shall be held at a place specified in the notice of the meeting.

Section 5. Notices. A written notice, stating the place, day and hour of all meetings of members shall be given by the Secretary (or the person or persons calling the meeting), at least seven (7) days before the meeting, to each member entitled to vote thereat and to each member who, by law, the Articles of Organization, or these By-Laws, is entitled to such notice, by delivering such notice by electronic mail (email), at an address as it appears upon the books of the corporation. Such notice, if the meeting is called otherwise than by the Clerk, may be a copy of the call of the meeting. Such notice given by the Clerk shall constitute a call of the meeting. Notices of all meetings of members may state the purposes for which the meetings are called. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by a member or his attorney, there unto authorized is filed with records of the meeting.

Section 6. Quorum. Unless the Articles of Organization otherwise provide, at any meeting of members a quorum for the transaction of business shall consist of a majority of the members then registered on the roles of the Society appearing in person, provided that less than such quorum shall have power to adjourn the meeting from time to time.

Section 7. Voting. Each member entitled to vote at a meeting shall have one vote. Members may vote in person.

Section 8. Action at Meeting. Action of the members on any matter properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the members present and voting on such matter, provided that such majority shall be at least a majority of the members required to constitute a quorum for action on such matter; except where a different vote is required by law, the Articles of Organization or

these By-Laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.

### ARTICLE III DIRECTORS

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the members of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed at eighteen (18). The organizing Chair of biennial Society Symposia shall be invited to become a Director. Other Directors shall be elected, by a majority vote of the then sitting Board of Directors. Board members serve in a voluntary capacity without remuneration excepting for business expenses incurred on behalf of the Society/ Board.

Section 3. Vacancies. Any vacancy at any time, existing in the Board of Directors may be filled by the Board of Directors at any Board meeting. The members having voting power may, at a special meeting called at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Directors.

Section 4. Enlargement of the Board of Directors. The number of the Board of Directors may be increased or decreased by a majority vote of the Board. Should Society membership become more established one or more additional Directors may be nominated and by majority vote be elected at any meeting of the Society members.

Section 5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors term of office shall be 6 years with the option for reappointment by a majority vote of the otherwise constituted Board. If a Director's term is not extended by reappointment, the vacancy may be filled at the discretion of the Board as specified in Article III, Section 3 above.

Section 6. Resignation. Any Director may resign by delivering his written resignation to the Board President or Clerk. Such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the Directors then in office. A Director may be removed for cause or failure to participate in Society / Board for 12 months after reasonable notice and opportunity to be heard by the Board.

Section 8. Annual Meeting. In conjunction with each annual or biennial meeting of the Society, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 9. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until a meeting of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings. If any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by email approved the resolution or seven days have elapsed after a copy of the resolution has been mailed or emailed to each such absent Director at his last known address. A regular meeting of the Board of Directors, inclusive of that held in conjunction with the annual or biennial meeting of the Society, shall be held at least biannually.

Section 10. Special Meetings. Special meetings of the Directors may be called by the President, by the Clerk, by the Secretary, by any two Directors, and shall be held at the place designated in the notice or call thereof.

Section 11. Notices. Notices of any special meeting of the Directors shall be given to each Director by the Clerk or Secretary (a) by mailing or emailing at the address as registered on the books of the Society, or if not so registered at the last known home or business address, a written notice of such meeting at least four days before the meeting or (b) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice, if the meeting is called otherwise by the Clerk or Secretary, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Clerk or Secretary shall constitute a call of the meeting by him. If the Clerk or Secretary refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the offices of Clerk or Secretary are vacant or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 12. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum)

present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 14. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by two thirds of the Directors and filed with the records of the Directors meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 15. Committees. The Directors may, by vote of a majority of the number of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate thereto some or all of their power except those which by law, the Articles of Organization or these By-Laws they are prohibited from being delegated. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband, any such committee.

Section 16. Telephone Conference Meetings or Special Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### ARTICLE IV OFFICERS

Section 1. Enumeration. The officers of the Society, all of whom shall serve concurrently on the Board of Directors shall be a President, a Vice President, a Treasurer, and a Secretary and the Board in its discretion may appoint a Clerk (non-physician and ex-officio to the Board) with salary to be determined by the Board. The Clerk may serve without limit of time at the discretion of the Board.

Section 2. Election and Vacancies. The President, Vice President, Treasurer and Secretary shall be elected by the Directors at their first meeting following the annual meeting of members, or the special meeting held in lieu thereof.

Any vacancy at any time existing in any office may be filled by the directors at any meeting and such successor in office shall hold office for the unexpired term of his predecessor.

Section 3. Qualification. All officers must be a Director.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the President, Vice President, Treasurer and Secretary shall hold office for 4 years with potential for re-election once at the expiration of their term or until his successor is chosen and qualified. The Clerk may serve without limit of time at the discretion of the Board.

Section 5. Resignation. Any officer may resign by delivering his written or email resignation to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 7. President. The President when present shall preside at all meetings of the members and of the Directors. The President shall be the chief executive officer of the Society except as the Board of Directors may otherwise provide. It shall be the duty to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Vice President. In the absence or disability of the President, the powers and duties of the President shall be performed by the Vice President.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall keep accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide and shall promptly render to the President and to the Directors such statements of transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 10. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the corporation and the Board at their meetings. The Secretary shall be responsible for the maintenance of a Society webpage. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 11. Clerk. The Clerk shall perform duties assigned by the Officers with primary direction from the Treasurer and Secretary.

## ARTICLE V WORKING GROUPS

Working or Study Groups. For the best fulfillment of Society purposes, the Board of Directors may create (and dissolve) Study Groups on certain topics. Study Group members shall draw from Society members or Board members in accordance with interests and known expertise. A Study Group shall be developed upon request to the Board of Directors or on the initiative of the Board. Working Groups will be governed by the guidelines emanating from the Board. The Board may promote the creation and participation in Foundations that contribute to achieving the objectives of the Society. The product of a Working Group may be published under the auspices of the Society only after a two thirds approval vote of the full duly constituted Board of Directors. Groups may collaborate with health care and research organizations, as well as with industry, for the best fulfillment of the Group's or Society's purposes. The Society or Board may promote, through the appropriate instruments, continuous training in cardiovascular infections of its associates, entities and public bodies and third parties, as well as the create of structures that facilitate the performance of clinical trials or any activity conducive to the development of the scientific and professional objectives of the Society.

## ARTICLE VI INSPECTION OF RECORDS

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organizations, By-Laws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office, They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the Society

## ARTICLE VII CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the Treasurer or President or person or persons authorized by the Board of Directors to sign the name. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

## ARTICLE VIII

### SEAL

The seal of the corporation shall be circular in form, bearing its name, and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

## ARTICLE IX

### FISCAL YEAR

The fiscal year of the corporation shall be the year ending with December 31 in each year.

## ARTICLE X

### INTERESTED MEMBERS, DIRECTORS AND OFFICERS

The Directors shall serve in voluntary capacity without compensation, unless at some time the Board declares appropriate compensation by a vote of two thirds of the Board. No contract or transaction between the Society and one or more of its members, Directors or officers, or between the Society and any other corporation, partnership, association, or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members or the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any member, Director or officer be under any liability to the corporation on account of any such contract or transaction if:

- (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or
- (3) the contract or transaction is fair as to the Society as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the members.

Common or interest Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract



or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

## ARTICLE XI INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested Directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- (iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Society (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);
- (iv) by a majority vote of the members which majority may include interested members, Directors and officers; or
- (v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the

defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Society in advance of the final disposition thereof upon receipt of (a) an affidavit by such individual of his good faith belief that he has met the standard or conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the Society if it is ultimately determined that indemnification for such expenses is not authorized by law or under this article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the Society and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the Society to procure a judgment in its favor), counsel representing the Society therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the Society shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the Society; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the Society versus fees and disbursements payable by any such indemnified person shall be final and binding upon the Society and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used in this Article the terms "person", "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent by law.

## ARTICLE XII AMENDMENTS

These By-Laws may at any time be amended by vote of the Society members, provided that notice of the substance of the proposed amendments is stated in the notice of the meeting. If authorized by the Articles of Organization, the Directors may also make, amend, or repeal these By-Laws, in whole or in part, except with respect to Articles X

and XI or any other provision thereof which by law, the Articles of Organization, or these By-Laws requires action by the Society members. No later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-Laws. Any By-Law adopted by the Director may be amended or repealed by the members.