

**BYLAWS OF THE CORPORATION
FOR THE
INTERNATIONAL SOCIETY FOR ELECTROPORATION-BASED
TECHNOLOGIES AND TREATMENTS (ISEBTT).**

Article 1

NAME

1.1 The affairs and activities of the “**International Society for Electroporation-Based Technologies and Treatments**” (**ISEBTT**), (the “Corporation”) shall be carried out at all times for the purposes and in accordance with the terms set forth the in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), specifically Sec.501(c)3, regarding tax exempt organizations.

Article 2

Purpose

2.1 The mission of the **International Society for Electroporation-Based Technologies and Treatments** is to promote the advancement of scientific knowledge of the interactions of pulsed electric and electromagnetic fields and ionized gases with biological systems (cells, tissues, organisms, molecules and materials), with an emphasis on electroporation, and to facilitate the development of applications based on these phenomena in biology, medicine, biotechnology, and food and environmental technologies. The Society fosters collaboration and exchange of ideas and information among scientists, technology users, and other interested parties to accelerate the dissemination of new findings, and supports research, education, and training through the organization and sponsorship of congresses, conferences, workshops, and schools.

2.2 The Aims/Objectives of the Society shall be, in particular:

- a.** To organize international meetings to facilitate interactions among scientists, technology users, and other interested parties;
- b.** To support workshops and schools to train and educate students, postdoctoral researchers, and young and established investigators in the principles associated with pulsed electric and electromagnetic field and ionized gas phenomena (electroporation, ablation, sterilization, textural modifications, etc.) in biology, medicine, biotechnology, and food and environmental technologies;
- c.** To provide communication channels for establishing collaboration among scientists in biology, medicine, chemistry, physics, mathematics, informatics, and engineering to enhance understanding of pulsed electric and electromagnetic field and ionized gas interactions with biological systems;
- d.** To promote the development of pulsed electric and electromagnetic field- and ionized gas-based applications and to encourage and facilitate the exploration of new applications of pulsed electric and electromagnetic fields and ionized gases in biology, medicine, biotechnology, and food and environmental technologies;
- e.** To promote the continuation of existing and the formation of new links between industrial partners and academia for the development of new applications.

2.3 To this end, the Society may, inter alia, hold Scientific Meetings at least once every two years at times and places to be decided by the Council.

2.4 The Society is neutral politically and non-denominational. Its working language is the English language.

Article 3

FUNDING

3.1 The Society shall be funded by membership fees and from any other sources allowed by law. The funds shall be used in conformity with the purpose of the Society and the Code.

3.2 The Council shall propose the amount of the membership fees. The General Assembly shall approve them.

3.3 Membership fees are not refundable.

3.4 Only the assets of the Society may be used to meet its commitments. Members are not personally liable for the commitments of the Society.

Article 4

MEMBERSHIP

4.1 Membership in the Society shall be open to all individuals and legal entities who support the purposes of the Association and who qualify for one of the categories of members.

4.2 The Society shall have the following five categories of members:

4.2.1 Full Member: Any individual who is active in the fields of interest of the **International Society for Electroporation-Based Technologies and Treatments** or allied fields as demonstrated by original research or by other activities which have fostered the development of the field is qualified to be Full Member. The rights and privileges of Full Members include voting, holding office, subscribing to Society

publications at a reduced rate and other benefits of the Society such as reduced fees to attend the meetings organized or co-organized by the **ISEBTT**, various categories of bursaries or supports that **ISEBTT** may once decide to provide for attending a meeting, or prizes given to a young, or access to specific information (like minutes, school records, announcements on a private part of Society's website) etc. Full Members pay membership fees.

4.2.2 Student Member: Pre-doctoral students at degree-granting institutions are eligible to apply for Student Membership. Upon the award of a Ph.D., Sc.D., M.D. or equivalent degree, Student Membership shall be terminated. Student Members have all the privileges of Full Members except that they may not be elected to the Council. Student Members pay membership fees.

4.2.3 Emeritus Member: An Emeritus Member fulfils the requirements for a Full Member, but has become Emeritus or retired at its own institution. An Emeritus Member has all the rights and privileges of a Full Member except that they may not be elected to the Council. The Council must approve each appointment to Emeritus Membership. To be eligible for Emeritus Membership, an individual must be a Full Member for at least one year. Emeritus Members pay membership fees.

4.2.4 Honorary Member: Honorary Members can be nominated by the General Assembly following a resolution of the Council or a motion proposed by the General Assembly, supported by a simple majority. Honorary Members can be Members of the Society or non-members who distinguished themselves in fields of interest of the Society or a closely related field. Honorary Members have the rights and privileges of a Full Member but do not pay the annual membership fees.

4.2.5 Sustaining Members: A person, corporation, learned group or learned consortium may be elected a Sustaining Member by the Council as a result of demonstrated and substantial acts benefiting the Society or its purpose. Only in the

case of a person qualified as a Full Member may a Sustaining Member vote or be elected to the Council.

4.3 The Council shall approve or refuse all applications for Membership.

Article 5

TERMINATION OF MEMBERSHIP

5.1 Membership shall terminate upon:

- a.** Death or loss of the legal personality of the respective Member;
- b.** Receipt by the President or Secretary of the Society of a written notice to resign;
- c.** Exclusion decided by the Council, for just cause or without giving any reason, provided that the Member has been given the right to be heard. The decision of the Council may be appealed against to the General Assembly within thirty (30) days from the decision being notified to the Member; or
- d.** Non-payment of dues.

Article 6

BODIES OF THE ISEBTT

6.1 The bodies of the **ISEBTT** are:

- a.** The General Assembly;
- b.** The Council;
- c.** The Auditors.

Article 7

THE GENERAL ASSEMBLY

7.1 The General Assembly is the supreme body of the **International Society for Electroporation-Based Technologies and Treatments**. It is composed of all voting Members of the Society.

7.2 The General Assembly shall take its resolutions either by a vote in a meeting or by ballot voting. Elections to the Council shall always take place by ballot voting. On all other matters, the Council shall decide on a case by case basis whether a meeting shall be held or a ballot voting shall take place.

7.3 The General Assembly shall be held at least once every two years. The General Assembly may also be held on an extraordinary basis whenever necessary (a) upon the decision of the Council or (b) at the request of at least one-fifth of the Members, specifying the agenda items.

7.4 The Council shall call the General Assembly and convene the meeting or announce the ballot voting by sending notice and the agenda items to Members at least forty-five (45) calendar days before the date of the meeting or of the ballot voting. Motions of Members shall be submitted at least fifteen (15) calendar days prior to the meeting or the ballot voting.

7.5 The meetings of the General Assembly shall be:

7.5.1 Chaired by a chairperson who will be elected in that particular meeting of the General Assembly, not excluding this could be the President;

7.5.2 Minuted; the minutes shall be kept and signed by the chairperson and the secretary. A copy of the minutes shall be published in an area of the Society website accessible to Members only.

7.6 The ballot voting may be effected by any means evidencing the member and his/her vote by written words, in particular by postal mail, electronic mail or any other suitable electronic means.

Article 8

DUTIES OF THE GENERAL ASSEMBLY

8.1 The General Assembly has the following responsibilities:

- a.** Accepting the records of the previous meeting of the General Assembly;
- b.** Electing the President-elect and the other Officers constituting the Council (Article 10);
- c.** Electing the Auditors (Article 14.1);
- d.** Approving the report of the Council;
- e.** Approving the financial statements and the report of the Auditors;
- f.** Approving the budget;
- g.** Granting discharge to the Officers;
- h.** Approving the membership fees pursuant to Article 3.2;
- i.** Supervising the activity of the Council;
- j.** Deciding on any amendments to the Articles of Association and Bylaws of the Corporation (Article 9.4);
- k.** Deciding on appeals against decisions of the Council to exclude a Member (Article 5.1);
- l.** Deciding on the dissolution of the Association (Article 16);
- m.** Deciding on the use of the proceeds, if any, in the event that the Association is dissolved.

Article 9

RULES OF DECISION-MAKING BY THE GENERAL ASSEMBLY

9.1 The General Assembly shall be able to take valid decisions regardless of the number of Members present in the meeting physically or by means of telecommunication or represented by proxy, or participating in the ballot voting.

9.2 The Members are entitled to vote as set forth for their membership category (Article 4.2). Each Member entitled to vote has one vote. Any such Member present may cast the votes of any other Member entitled to vote up to a maximum of three

proxies, provided that she/he has received their written proxy.

9.3 Decisions of the General Assembly shall be taken by the majority of the votes cast. In the event of a tie of votes, the chairperson of the meeting or, in the event of a ballot voting, the President of the Society shall have the deciding vote.

9.4 Decisions on the amendment of these Articles of Association, the Bylaws of the Corporation and the dissolution of the Society may be passed by a two-thirds majority at a meeting of the General Assembly in which the majority of the Members eligible to vote is present or represented. If this majority is not reached, a second meeting or a ballot voting of the General Assembly shall be held. In the event that the General Assembly holds a ballot voting, a summary in writing of the arguments in favour and against the amendments prepared by the Council and/or by the group of members who called for the General Assembly shall be sent to the Members together with the notice of the ballot. In this second meeting or ballot voting, amendments to the Articles of Association and Bylaws of the Corporation can be made by a two-thirds majority regardless of the number of Members present and represented or voting.

9.5 Votes in the meeting are by a show of hands; if requested by a Member, they will take place by secret ballot. The Council shall establish and communicate the results of the ballot voting.

Article 10

THE COUNCIL

10.1 The property, affairs and business of the Corporation shall be managed by a Council (the “The Council”) and, except as otherwise expressly provided by law, the associated Articles of Incorporation or these Bylaws, all the powers of the Corporation shall be vested in the Council.

10.2 The Council of the Society consists of the President of the Society, the

President-elect, the Past-President and nine (9) further Officers. For the purposes of these Bylaws of the Corporation and the associated Articles of Incorporation the term "Director" shall refer and be interchangeable with "Council member", and the term "Board of Directors" shall refer and be interchangeable with "The Council."

The Officers shall represent the following areas:

- a. Engineering / Physical sciences (2 Officers);
- b. Biological sciences (2 Officers);
- c. Medical applications (1 Officer);
- d. Food Applications (1 Officer);
- e. Environment applications (1 Officer);
- f. At-large (2 Officers).

10.3 Council members shall be Society Members with membership entitled to be eligible to the Council (Article 4.2). Lists of candidates for each position on the Council shall be prepared by a Nominating Committee appointed by the Council.

10.4 Except for the office of President, of President-elect and of Past-President, the Council shall constitute itself. The Council shall elect from among the Officers the Executive Secretary, the Treasurer, and such other functions as may be deemed necessary. The Council shall also decide on the authority to sign on behalf of the Society. The Officers of the Corporation shall have such duties as generally pertain to their respective offices. As well as such powers and duties that are prescribed by law or conferred by the Council. The Council may require any Officer to give such bond for faithful performance of his duties as the Council may see fit.

10.5 Each Council member's term of office shall last for four (4) years and shall be renewable only once. About one-half of the Officers (alternating between four and five Officers each subsequent election) are renewed every two years. The President-elect shall hold office for two (2) years, after which he/she shall hold office as President for two (2) years and which shall hold office as Past-President for two (2)

years.

10.6 Transitional rules for the first elections: the Society Development Committee will call for the election of the President and the President-Elect at the same time. The President and the President-Elect shall hold their office until the election of the next President Elect (thus, there will be no Past President in the first Council – for the same elective reasons, the first Council will be composed of five (5) Council members only; therefore, no Council member will have to resign at the time of the first regular election, about one year after the election of the first Council). The four (4) other Council members will be elected at the time of the first regular election, for a regular period of 4 years. The five (5) initial Council members will have a mandate limited to two (2) more years (at the end of their first mandate of three years, they can be re-elected for a supplementary period of 4 years). The Society Development Committee will also publicize the elections of the first council at least 45 days before the vote. At least 30 days before the vote, the Society Organizing Committee will send out a request for nominations of the candidates for the various categories of Officers by the individuals qualified to vote, or by the members of the Society Organizing Committee.

10.7 The Council meets during the General Assembly and at other times as often as deemed necessary. If deemed appropriate by the President, the Council may transact its business by mail or secured internet ballot, telephone conferencing or similar means. Each Council member is entitled to convene a Council meeting provided it is supported by at least two other Council members. Records of the decisions of the Council shall be kept.

10.8 The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such bank accounts as shall be designated by the Board. The Treasurer shall be responsible for:

- a. Maintaining adequate financial accounts and records,
- b. Preparing appropriate operating budgets and financial statements,
- c. Reporting on the financial status of the Corporation,
- d. Preparing all tax filings as required by law,
- e. Performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the President.

10.9 The Treasurer may not sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments unless expressly delegated to do so by the Board by these Bylaws or by law. In addition, the Treasurer shall perform all duties incident and appertaining to the office of Treasurer and such other duties as from time to time may be assigned to the position by the Council or President.

10.10 The Secretary shall act as secretary of all meetings of the Council. When requested to do so they shall also act as secretary of the meeting of the committees of the Board. They shall keep and preserve the minutes of all such meetings. They shall see that all notices required to be given by the Corporation are duly given, shall have custody of all deeds, leases, contracts and other important corporate documents, shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation, shall see that all reports, statements and other documents required by law (except tax returns) are properly filed, including the filings of any reports with the Virginia Office of Consumer Affairs; shall have care of and be responsible for maintaining a record of all donors and the amount of their contributions, shall be responsible for the written acknowledgment of all contributions and shall, in general, perform all the duties incident to the office of Secretary and other duties as from time to time may be assigned to the Secretary by the Council or President.

Article 11

DUTIES OF THE COUNCIL

11.1 The Council is responsible for, in particular:

- a.** Preparing and implementing the decisions of the General Assembly;
- b.** Managing the ongoing affairs of the Society;
- c.** Taking the decisions provided for in these Articles of Association;
- d.** Proposing membership fees to the General Assembly;
- e.** Approving membership applications;
- f.** Maintaining updated membership lists.

11.2 The Council represents the Society towards third parties.

11.3 The Council may appoint committees that may be necessary to pursue the objectives of the **International Society for Electroporation-Based Technologies and Treatments**. Any committee may be composed of any of the Council members and other Society Members. The Council shall define the powers, responsibilities of such committees. The members and chairmen of all committees shall be appointed by the Council for a term set by the Council or until their successors are duly elected, but at all times shall be subject to removal at any time by a majority vote of the Council. No committee appointed by the Council shall consist of fewer than three (3) members. Persons other than Directors may be appointed as committee members by the Council. The voting rights, if any, and any other powers or scope of responsibility of the committee other than Directors shall be specified by the Council in its resolution creating the committee. Except that no committee shall have the power to:

- a.** Approve amendments to these Bylaws or Articles of Incorporation,
- b.** Approve any action or exercise any authority requiring the approval of more than a majority of quorum of the Council under the laws of

the Commonwealth of Virginia, the Articles of Incorporation or the Bylaws,

- c. Take action for which final authority is reserved to the Corporation or which has been prohibited by resolution of the Council,
- d. Take other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws.

11.4 The Council shall have authority to fix the compensation, if any, of all Officers of the Corporation.

11.5 The Council may install a technical secretariat to the extent necessary to assist the Council. The staff of the secretariat shall be paid by the **ISEBTT**.

Article 12

RULES OF DECISION-MAKING BY THE COUNCIL

12.1 The Council may take a decision if at least seven (7) members of the Council participate. Decisions of the Council are taken by a majority of the votes cast. In the event of a tie of votes, the President of the Society has the deciding vote.

12.2 The Council may take decisions by means of circular resolutions provided that no member of the Council calls for an oral discussion. Circular resolutions are passed by a majority of the votes of all members of the Council, and, in the event of a tie of votes, the vote of the President of the Society shall be the deciding vote.

Article 13

PRESIDENT IN PARTICULAR

13.1 Without limitation of the rights and duties referred to in other provisions of these Bylaws of the Corporation, the President of the Society has the following further duties:

- a. The President of the Society shall, in general, supervise and control the

business and affairs of the **ISEBTT**. The President shall preside the meetings of the General Assembly and of the Council. The President shall be responsible for executing policies determined by the Council and by the Membership at General Assemblies. The President shall see that all orders and resolutions of the Council are carried into effect.

- b.** The President shall act as Spokesperson for the **ISEBTT**. The President may delegate this duty to any other member of the Council.
- c.** The President may fill vacancies in the Council for the unexpired term after consultation with the Council, from the list of candidates for the category in question from the last election. The Officer thus appointed shall have an advisory vote in the Council.
- d.** Checks, notes and drafts and other orders for the payment of money shall be signed by the President or such persons the Council has authorized to do so.

Article 14

AUDITORS

14.1 Two individuals shall act as Auditors. They may be Members of the Society, but not of the Council.

14.2 The Auditors shall be elected by the General Assembly for a term of two (2) years, such term being renewable.

14.3 The Auditors audit the accounts of the **ISEBTT** every year and prepare the Auditors' report addressed to the General Assembly. During the year, the Auditors may check the accounts of the Society on a random basis.

Article 15

CORPORATE RECORD KEEPING AND MISCELLANEOUS PROVISIONS

15.1 The Corporation shall keep as a permanent record minutes of all meetings of its Board and all actions taken by a committee of the Board.

15.2 The Corporation shall maintain appropriate accounting records.

15.3 The Corporation shall maintain its records in hard copy or in accessible electronic form.

15.4 The Corporation shall keep a copy of the following:

- a.** The Corporation's Articles of Incorporation and all amendments currently in effect,
- b.** The Corporation's Bylaws and all amendments currently in effect,
- c.** A list of names and business addresses of the Corporation's current Directors and Officers,
- d.** The Corporation's most recent annual report delivered to the State Corporation Commission,
- e.** Completed IRS form 1023 filed by the Corporation when seeking exempt status.

15.5 The fiscal year of the **ISEBTT** shall begin on 1 January and end on 31 December of each year.

15.6 When used in this document, masculine pronouns shall include the feminine and vice versa, the singular shall include the plural and vice versa

Article 16

DISSOLUTION OF THE CORPORATION

16.1 The **ISEBTT** may be dissolved at a properly constituted General Assembly at which a majority of the Members eligible to vote is present. If this majority is not reached, a second General Assembly shall be convened. In this meeting, the Society may be dissolved whatever shall be the number of present Members.

16.2 A resolution to dissolve the **ISEBTT** is passed if it gains the vote of at least two-thirds (2/3) of the Members present at the General Assembly.

16.3 In the event that the **ISEBTT** is dissolved, the proceeds of the liquidation of the Association's assets shall be allotted to a non-profit organization pursuing purposes of public interest similar to those of the Association.

Article 17

LIABILITY AND INDEMNIFICATION

17.1 To the full extent permitted under the Virginia Nonstock Corporation Act as it exists on the date of adoption of these Bylaws or is hereafter amended regarding the limitation or elimination of liability for Directors or Officers, a Director or Officer of the Corporation shall not be liable to the Corporation for monetary damages.

17.2 To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and to any other applicable law, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding by reason of the fact that they are or were such a Director or Officer and is or was serving at the request of the Corporation as a Director, Officer, employee or agent.

17.3 Reference herein to Directors, Officers, employees or agents shall include former holders of the aforementioned positions and their respective heirs, executors and administrators.

ARTICLE 18

ADOPTION OF BYLAWS

18.1 These Bylaws have been approved by the Society Development Committee on 26th **October 2016**. They enter into force with immediate effect.

For the **International Society for Electroporation-Based Technologies and Treatments**:

A handwritten signature in blue ink, appearing to read "Richard Heller", is written over a horizontal line.

Dr. Richard Heller, Chair of the ISEBTT Development Committee