



AMENDED AND RESTATED BYLAWS OF THE PROTEIN SOCIETY
(A California Nonprofit Public Benefit Corporation without Members)
as of August 26, 2011

ARTICLE I. Offices

SECTION 1. Offices. The principal office of the corporation (the “Society”) shall be located at such place as the Executive Council may authorize. If the principal office is located outside the State of California, the Executive Council may fix and designate an office in the State of California. Additional offices shall be located at such or places as the Executive Council may authorize.

SECTION 2. Purpose. The purpose of the Society is to provide a forum to facilitate communication, cooperation and collaboration with respect to all aspects of the study of proteins. In order to carry out this purpose, the Society shall sponsor symposia, including one held annually (the “Symposium”) in connection with the annual corporate meeting members of the Society, useful to those engaged in the study of proteins and to be attended both by its own members and other individuals engaged in similar endeavors. The Society may sponsor other activities related to protein science, including but not limited to, publications, prizes, and newsletters.

ARTICLE II. Corporate Seal

SECTION 3. Corporate Seal. If the Executive Council adopts a corporate seal, such seal shall have inscribed hereon the name of the Society and the state and date of its incorporation. If and when a seal is adopted by the Executive Council, such seal may be engraved, lithographed, printed, impressed upon or affixed to any contract, conveyance or other instrument executed by the Society.

ARTICLE III. Members

SECTION 4. Members. This Society shall have no members as such term is defined under Section 5056 (or a successor provision) of the California Corporations Code.

The Executive Council may establish one or more classes of persons associated with the Society and provide for eligibility requirements for membership and rights and duties of members of such classes, including the obligation to pay dues. Such persons or classes may be referred to as “members” even though they are not members within the meaning of Section 5056 of the California Corporations Code. References to members in these bylaws are to all classes of members, except where limited by resolution of the Executive Council in establishing such classes. No reference to any person as a “member” shall constitute anyone being a member within the meaning of Section 5056 (or any successor provision) of the California Corporation Code. The Executive Council may also designate persons as members in recognition of services performed to the Society.

SECTION 5. Meetings. Meetings of the members shall be held at any place within or outside California designated by the Executive Council. In the absence of any such designation, members' meetings shall be held at the Society's principal office. A regular meeting of members shall be held each year in connection with the Symposium of the Society, at such time as is fixed by the President.

ARTICLE IV. Executive Council

SECTION 6. Powers. Subject to the provisions of law, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of a board of directors, which shall be referred to as the "Executive Council." The Executive Council may delegate the management of the activities of the Society to any person or persons, management company or committee, however composed, provided that the activities and affair of the Society shall be managed and exercised under the ultimate direction of the Executive Council.

SECTION 7. Number of Executive Council Members. The Executive Council shall consist of at least five (5) but no more than fifteen (15) members. The exact number shall be fixed within those limits, from time to time, by resolution of the Executive Council, provided, that such number shall be fixed at 14 as of the effective date of these amended and restated bylaws. The Executive Council shall include the President, Secretary/Treasurer and the Past-President or President-Elect, as applicable, of the Society. The remaining seats on the Executive Council shall be held by persons elected or appointed in accordance with these bylaws and in any manner established by resolution of the Executive Council. Such non-officer members of the Executive Council shall be referred to as "Councilors." In addition, the Executive Council may designate *ex officio* members of the Executive Council who may attend meetings and act in a non-voting, advisory capacity only.

SECTION 8. Election of Councilors & Term. Except as provided below, the Councilors shall be elected by the members of the Society and shall serve staggered three-year terms. Councilors may be re-nominated, and, if reelected, shall serve for a maximum of one additional term. The Councilors shall be elected in a staggered fashion, approximately one-third in the first year, one-third in the second year, and one-third in the third year, if possible. Councilors shall be elected by mail ballot prior to the annual meeting of the Society.

The Executive Council may fix the initial term of any newly created seat on the Executive Council or of any newly appointed Councilor at any period of time that does not exceed 3 years in order to stagger properly the terms of the Councilors.

Notwithstanding the foregoing, the Executive Council may in its discretion reserve the right to appoint up to one-half of the authorized number of Councilors, for any reason, including to obtain a broad representation on the Executive Council of the diverse interests and geographic origin of the members of the Society, maintain continuity on the Executive Council, or to appoint members experienced in the affairs of the Society. Preferably, such an appointed Councilor will have previously served as an officer or Councilor.

Candidates to fill open seats on the Executive Council resulting from the expiring terms of elected Councilors shall be nominated by the Nominating Committee. Reasonably in advance of the annual meeting of the Society, at such time determined by the Executive Council, the Nominating Committee shall prepare a slate of candidates and submit it to the Executive Council for approval. A candidate that is not approved by the Executive Council shall not be nominated for election and the Nominating Committee shall select a substitute to fill out the slate of candidates. The Nominating Committee shall then inform the Secretary/Treasurer of the names of the candidates. The Secretary/Treasurer shall prepare the written ballots and send them to the members of the Society at an appropriate time and set the deadline for receipt of these ballots reasonably in advance of the annual meeting of the Society. Councilors shall be elected by a plurality of the votes cast by the specified deadline for voting.

The results of the election shall be announced at the annual meeting, and the newly elected individuals shall assume their duties following the annual meeting of the Society.

SECTION 9. Resignations. Any Councilor of the Society may resign, effective upon giving written notice to the President, Secretary/Treasurer, or the Executive Council, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be appointed pursuant to Section 10 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California, no member of the Executive Council may resign if such resignation would leave the Society without a duly elected or appointed member of the Executive Council in charge of its affairs.

SECTION 10. Removal. Any member of the Executive Council may be removed from office, with cause, by the vote of a majority of the other Executive Council members then in office.

SECTION 11. Vacancies. A vacancy or vacancies on the Executive Council shall be deemed to exist in case of the death, resignation or removal of any member of the Executive Council, or upon an increase in the authorized number of members of the Executive Council. Such vacancy or vacancies shall be filled by appointing the person receiving the next highest number of votes in the most recent Councilor election, with respect to elected Councilors; by the approval of the remaining members of the Executive Council, though less than a quorum, or by a sole remaining member of the Executive Council, with respect to elected Councilors; or in any other manner specified by the Executive Council.

SECTION 12. Regular Meetings. Regular meetings of the Executive Council shall be held at such times, places and dates as fixed by the Executive Council, provided that at least one regular meeting shall be held in connection with the annual meeting of the Society. Regular meetings of the Executive Council held pursuant to this Section 11 may be held without notice.

SECTION 13. Participation by Telephone or Other Electronic Communication. Executive Council members may participate in any meeting through use of conference telephone, similar communications equipment, or electronic transmission, in the manner provided by the California Corporations Code. Such participation constitutes presence in person at such meeting.

SECTION 14. Special Meetings. Special meetings of the Executive Council for any purpose may be called by the President, the Secretary/Treasurer or any two Councilors.

SECTION 15. Notice of Meetings. Notice of the date, time, and place of all meetings of the Executive Council, other than regular meetings held pursuant to Section 11 herein, shall be given at least four days before the meeting if given by first-class mail, or 48 hours before the meeting, if given personally, by telephone, including a voice messaging system, or by electronic transmission by the Society. Such notice shall include a tentative agenda of the meeting. Special additional meetings held in connection with the Symposium may be held without satisfying the timing requirements of this Section 14, provided that all Executive Council members have been notified ahead of time.

SECTION 16. Place of Meetings. Meetings of the Executive Council may be held any place within or without the state of California that has been designated by resolution of the Executive Council or in the notice of the meeting.

SECTION 17. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all of the Executive Council members then in office consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Executive Council. Such action by written consent shall have the same force and effect as a vote of such Executive Council members.

SECTION 18. Quorum and Transaction of Business. A majority of the Executive Council members then in office shall constitute a quorum for the transaction of business, provided that

such majority constitutes no fewer than one-third of the authorized number of Executive Council members. Every act or decision done or made by a majority of the Executive Council members present at a meeting duly held at which a quorum is present shall be the act of the Executive Council, unless the law, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of members of the Executive Council, if any action taken is approved by at least a majority of the number of Executive Council members constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Executive Council, a majority of the Executive Council members present may adjourn the meeting, as provided in section 18 of these bylaws.

SECTION 19. Adjournment. Any meeting of the Executive Council, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the Executive Council members present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Executive Council members who were not present at the time of the adjournment.

SECTION 20. Organization. The President shall serve as the chairperson of the Executive Council and shall preside at every meeting of the Executive Council, if present. If the President is not present, the President-elect shall act as chairperson. The Secretary/Treasurer of the Society or, in the absence of the Secretary/Treasurer, a person appointed by the chairperson shall act as secretary/treasurer of the meeting.

SECTION 21. Compensation. Members of the Executive Council and members of committees shall receive reimbursement for expenses, as may be fixed or determined by the Executive Council, but shall not receive compensation for their services.

SECTION 22. Committees. The Executive Council may, by resolution adopted by a majority of its members then in office create one or more committees, each consisting of members of the Executive Council. The Executive Council may appoint one or more alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Executive Council, and may have all the authority of the Executive Council in the management of the activities affairs of the Society, except with respect to:

- (a) The approval of any action for which, if the Society had members, approval of the members of approval of a majority of all members would be required by the California Corporations Code;
- (b) The filling of vacancies on the Executive Council or any committee which has the authority of the Executive Council;
- (c) The amendment or repeal of these bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Executive Council which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Executive Council or the members thereof;
- (f) The approval of any transaction within the provisions of California Corporations Code Section 5233, except as provided in California Corporations Code Section 5233 (d) (3).

Any committee may from time to time provide by resolution for regular meetings at specified times and places. No notice of such a meeting need be given. The provisions of Sections 12, 13, 14, 15, 16, 17, and 18 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee members" were substituted for

the word “Executive Council,” and “Executive Council members,” respectively, throughout such sections.

The Executive Council may create one or more advisory committees, which may consist of both members of the Executive Council and members of the Society or such other persons as the Executive Council sees fit to appoint. Members of committees may be appointed by the Executive Council or such power may be delegated to the President or to the committee chairperson.

SECTION 23. *Nominating Committee.* There shall be an advisory committee (the “Nominating Committee”), which shall select candidates for election to the Executive Council or to serve as officers of the Society. The members of the Nominating Committee shall be elected by the members of the Society. The Nominating Committee shall consist of six individuals and may include both members of the Executive Council and members of the Society. The members of the Nominating Committee shall serve staggered three-year terms, with two new members elected each year. Outgoing members of the Nominating Committee shall be ineligible for immediate reelection, but can be nominated after a two-year hiatus. The President shall select the Chairperson of the Nominating Committee. The slate of nominees for election to the Nominating Committee shall be selected by the Executive Council.

The Executive Council or the President may provide for a specific process and schedule for the Nominating Committee to select candidates to serve as officers or Councilors. Persons nominated shall give written consent to having their names included on the election ballot and indicate their willingness to serve, if elected.

ARTICLE V. Officers

SECTION 24. *Officers.* The officers of the Society shall consist of a President, President-Elect or Past-President, Secretary and Chief Financial Officer. The positions of Secretary and Chief Financial Officer shall be held by the same person, called the “Secretary/Treasurer.” The officers of the Society shall be elected by the members of the Society. Candidates for election shall be nominated by the Nominating Committee, with the approval of the Executive Council.

The President shall serve for a two-year term in office. The President-elect shall be elected one year prior to taking office and shall automatically become President after one year. The President shall automatically become Past-President for one year on the expiration of the two-year term. The Past-President shall be eligible for re-nomination only after a two-year hiatus.

The Secretary/Treasurer shall be elected for a three-year term. The Secretary/Treasurer may be nominated for reelection to one additional three-year term.

The outgoing Secretary/Treasurer shall continue to serve as an *ex officio*, non-voting member of the Executive Council for the period necessary following expiration of the outgoing Secretary/Treasurer’s term of office to oversee payment of the costs of the Symposium and to prepare a final accounting of that meeting.

The Executive Council may appoint or authorize the President or another officer to appoint any other officers that the Society may require. References in these bylaws to “officers,” however, shall be to the President, Past-President, President-Elect, and/or Secretary/Treasurer, unless the context requires otherwise.

SECTION 25. *Elections.* Officers shall be elected by mail ballot prior to the annual meeting of the Society. Reasonably in advance of the annual meeting of the Society, the Nominating Committee shall prepare a slate of nominees and submit it to the Executive Council for approval. The Nominating Committee shall then inform the Secretary/Treasurer of the names of the candidates nominated and deliver their signed consent forms. The Secretary/Treasurer shall prepare the written ballots and send them to the members of the Society at an appropriate time

and set the deadline for receipt of these ballots, reasonably in advance of the annual meeting. Officers shall be elected by a plurality of the votes received by the specified deadline for voting.

The results of the election shall be announced at the annual meeting, and the newly elected individuals shall assume their duties following the annual meeting of the Society.

SECTION 26. *Inability to Act.* In the case of the absence or inability to act of any officer of the Society or of any person authorized by these bylaws to act in such officer's place, the Executive Council may from time to time delegate the powers or duties of such officer to any other officer, or other person whom it may elect, for such period of time as the Executive Council deems necessary.

SECTION 27. *Vacancies.* A vacancy occurring in any office for any reason shall be filled by appointing the person receiving the next highest number of votes in the most recent election for such office or in any other manner specified by the Executive Council.

SECTION 28. *President.* The President shall be the chief executive officer of the Society and shall exercise general supervision and control over the activities and affairs of the Society, subject to the control of the Executive Council. The President may sign and execute, in the name of the Society, any instrument authorized by the Executive Council, except when the signing and execution thereof shall have been expressly delegated by the Executive Council or by these bylaws to some other officer or agent of the Society. The President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Executive Council or these bylaws.

The President shall have discretion to prescribe the duties of other officers and employees of the Society in a manner not inconsistent with the provisions of these bylaws and the directions of the Executive Council.

In the event that the President cannot serve by reason of death, disability or other cause, the President-elect shall assume the responsibilities of the office, without shortening the future term to be served as President.

The President, in consultation with the Executive Council, shall appoint an appropriate Program Planning Committee for each Symposium of the Society and appoint a Symposium director who shall work with the symposium management.

The President shall also select a management organization for each annual symposium in consultation with the Executive Council.

The President shall preside over and determine the time and place of the annual business meeting of the Society.

SECTION 29. *Secretary/Treasurer.* The Secretary/Treasurer shall:

- (a) Keep, or cause to be kept, minutes of all meetings of the Council and committees of the Executive Council, if any. Such minutes shall be kept in written form.
- (b) Keep, or cause to be kept, at the principal office of the Society an original or copy of the Articles of Incorporation and these bylaws, as amended.
- (c) Give, or cause to be given, notice of all meetings, of the Executive Council and committees of the Executive Council, as required by law or by these bylaws.
- (d) Keep the seal of the Society, if any, in safe custody.
- (e) Exercise such powers and perform such duties as are usually vested in the office of secretary, treasurer and chief financial officer of a corporation, and exercise such other

powers and perform such other duties as may be prescribed from time to time by the Executive Council or these bylaws.

- (f) Shall maintain the membership lists of the Society.
- (g) Prepare and manage separate budgets for the Society offices and for the Symposium offices. Keep and maintain adequate and correct books and records of account for the Society.
- (h) Receive or be responsible for receipt of all monies due and payable from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the Society and be responsible for deposits of all such monies in the name and to the credit of the Society with such depositories as may be designated by the Executive Council or a duly appointed and authorized committee of the Executive Council.
- (i) Disburse or be responsible for the disbursement of the funds of the Society as may be ordered by the Executive Council or a duly appointed and authorized committee of the Executive Council.
- (j) Render to the President and the Executive Council a statement of the financial condition of the Society at quarterly or other appropriate intervals.
- (k) Recommend to the Executive Council the annual dues for each class of members of the Society.
- (l) Recommend to the Executive Council for each Symposium the fees for commercial exhibits and for delegate registrations, using as a basis, prior costs and detailed estimates of anticipated costs. The Executive Council may authorize the Secretary/Treasurer to make the final decision on these matters.

SECTION 30. The President, with approval of the Executive Council, shall appoint a Finance Committee comprising the Secretary/Treasurer, and up to four additional members of the Council to serve as an advisory committee regarding all aspects of the finances of the Society. This shall include, but not be limited to, investment of reserve funds, fixing of dues, registration fees for symposia, etc. The Chairperson of the Finance Committee shall be the Secretary/Treasurer. It shall be his duty to make reports and make recommendations at Executive Council meetings on all financial matters.

ARTICLE VI. Contracts, Loans, Bank Accounts

SECTION 31. *Execution of Contracts and Other Instruments.* Except as these bylaws may otherwise provide, the Executive Council or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authorization may be general or confined to specific instances.

Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

SECTION 32. *Loans.* No loans shall be contracted on behalf of the Society and no negotiable paper shall be issued in its name, unless and except as authorized by the Executive Council or its duly appointed and authorized committee. When so authorized, any officer or agent of the Society may effect loans and advances at any time from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Society and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the Society,

and to that endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Society. Such authorization may be general or confined to specific instances.

Except as provided by Section 5236 of the Nonprofit Public Benefit Corporation Law, the Society shall not make any loan of money or property or guarantee the obligation of any Councilor or officer.

SECTION 33. *Bank Accounts.* The Secretary/Treasurer may authorize the opening and keeping of general and/or special bank accounts with banks, trust companies or other depositories. The Executive Council or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as are deemed advisable.

SECTION 34. *Checks, Drafts, etc.* All checks, drafts or others for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents, of the Society, and such manner, as shall be determined from time to time by resolution of the Executive Council or its duly appointed and authorized committee. Endorsements for deposit to the credit of the Society in any of its duly authorized depositories may be made, without counter-signature, by the President or the Secretary/Treasurer or by any other agent of the Society to whom the Executive Council or its duly appointed and authorized committee, by resolution, shall have delegate such power, or by hand-stamped impression in the name of the Society.

ARTICLE VII. Indemnification

SECTION 35. *Indemnification of Directors, Officers, Employees, and Other Agents.* The Society shall indemnify its agents to the fullest extent permitted by California Corporations Code Section 5238 (or any successor provision). The Society shall have no obligation to grant such indemnification except as expressly set forth in said Section 5238 (or any successor provision).

ARTICLE VIII. Dissolution

SECTION 36. *Dissolution.* The Society may be dissolved at any time by the vote or written consent of a majority of the Executive Council then in office. In determining whether to dissolve, the Executive Council may seek the advice of the membership of the Society, in such manner as it shall deem appropriate. Upon such dissolution, the Society's assets remaining after payment, or provision for payment, of all of its debt and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established and maintained its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX. Miscellaneous

SECTION 37. *Fiscal Year.* The fiscal year of the Society shall be as set by resolution of the Executive Council.

SECTION 38. *Inspection Rights.* The Council shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind of the Society and to inspect the physical properties of the Society. Such inspection may be made by a committee appointed by the Executive Council and the right of inspection includes the right to copy and make extracts.

SECTION 39. *Amendments to Articles and Bylaws.* Except as otherwise provided by law, any provision of these bylaws and the Articles of Incorporation of the Society may be amended or

repealed by action of the Executive Council. The Executive Council may seek the advice of the membership of the Society, in such manner as it shall deem appropriate, when such proposed amendments represent a substantive change in the bylaws.

SECTION 40. *Time Notice Given or Sent.* Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporation Code.

SECTION 41. *Construction and Definition.* Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporation Code shall govern the construction of these bylaws. Without limiting the foregoing, “shall” is mandatory and “may” is permissive.