

BYLAWS

OF

Society for Brain Mapping and Therapeutics (SBMT)

a California nonprofit mutual benefit corporation

Amended and Restated August 23, 2023

Adopted August 21, 2022

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**BYLAWS
OF
SBMT**

a California nonprofit mutual benefit corporation

1. CHARTER

The Society for Brain Mapping and Therapeutics (SBMT) was founded in 2004 to break boundaries in healthcare. The Society promotes policies that support rapid, safe, and cost-effective translation of new technology into medicine. The SBMT globally promotes interdisciplinary research to improve the diagnosis, treatment, and rehabilitation of patients with central nervous system diseases regardless of race, creed, color, national origin, gender, or age. The SBMT catalyzes interactions between clinical, biological, physical, and engineering sciences. The Society builds transdisciplinary and translational consortia, which break down traditional barriers that impede the application of new technology to medical problems.

Translational research applies cutting-edge basic science and advanced technologies to clinical neurosciences. The Society examines emerging disciplines such as nanotechnology, image-guided therapy, stem cell therapy, multimodality imaging, biophotonics, and biomaterial and tissue engineering for their application to diagnose, treat, and rehabilitate neurological diseases. The Society seeks to apply these technologies to clinical problems such as brain tumors, stroke, epilepsy, neurodegenerative diseases (Parkinson, Alzheimer, multiple sclerosis, and ALS), traumatic brain and spinal cord injuries, autism, post-traumatic stress disorder, and other psychiatric illnesses. The Society achieves its goals through meetings, fellowships, publications, international collaborations, consortiums, and policy forums. The SBMT is a nonprofit society that has obtained support from many government agencies (USA, EU, and Asia), foundations, and multinational corporations.

We are committed to creating a workplace where all employees feel welcome, respected, and included, regardless of their sexual orientation or gender identity. We believe that diversity and inclusion are essential to our success, and we are committed to creating an environment where everyone can thrive.

The Society maintains its headquarters in Pacific Palisades, CA

2. COMMITMENT TO RESPECTING ANTI-TRUST LAWS

This corporation and its members are individually and collectively committed to open competition in the development of technology, products and services. This corporation does not restrict its members in any way from designing, developing, marketing and/or procuring hardware, software, systems, technology or services. Implementing or using specific standards, recommendations, or specifications shall be voluntary. No member agrees to be or is obliged to implement or use them solely by virtue of membership in this corporation.

This corporation's members acknowledge that the purposes and objectives of this corporation prohibit discussion about sales levels, methods or channels of distribution, markets, customers, prices, profitability, or any other topic that would restrict competition in the sale or use of any hardware, software, technology, or services.

This corporation and its members shall strictly comply with state and federal antitrust laws.

3. PRINCIPAL OFFICE

The Board of Directors shall fix the location of the principal office of the corporation at any place within the State of California.

4. MEMBERSHIP

4.1 Membership Candidates

Any individual, firm, partnership, corporation, unincorporated association, or governmental body (a "Person") with a demonstrated interest in promoting the purposes of this corporation may apply for membership in this corporation. This corporation does not restrict membership on the basis of race, color, gender, religion, age or national origin. However, members must be qualified based on their credentials and the classes of membership they choose. The qualification will be assessed by the SBMT subcommittees they would want to be part of .

4.2 Classes of Membership

There shall be 7 classes of membership in the Society:

- 1) Students
- 2) Healthcare Professionals
- 3) Graduate Students
- 4) Principal
- 5) International Principal
- 6) Lifetime Principal
- 7) Industry

Only Principal Members are eligible to vote in the affairs of this corporation, to hold offices, to sit on or chair committees, or to be directors of the corporation. The membership may be international in scope. There is no limit to the number of members.

4.3 Principal Membership

(a) **Eligibility.** An applicant for Principal Membership in this corporation should be a licensed physician or a scientist. Further, an applicant for Principal Membership should:

(A) Have an outstanding record in his or her field of study/interest over a period of years due to the high quality of the applicant's work;

(B) Be a member in good standing in the applicant's local or regional medical or scientific society, or provide equivalent documentation of good standing in the local medical and or scientific community;

(C) Have an ethical record consistent with the highest standards of the profession;

(D) Have a distinguished scientific record and distinguished scholarly accomplishments that can be validated by his/her peers; and

(E) Live and practice in North America (the United States, its territories, Canada and Mexico)

(b) **Application for Membership as a Principal Member.** Each person desiring to pursue membership as a Principal Member shall register online. The membership committee may request documentation of eligibility requirements and such other information as is necessary to determine

such person's qualifications for membership, and shall authorize the Membership and Nominating Committee to obtain other relevant information from appropriate sources.

(c) **Consideration for Membership as a Principal Member.** The Membership and Nominating Committee shall consider the application. The Membership and Nominating Committee shall make a preliminary recommendation regarding the application and shall notify the applicant of the Committee's preliminary recommendation regarding the application for membership as a Principal Member. After receiving any required notice of an applicant's desire to pursue membership in the Society as a Principal Member, the Membership and Nominating Committee shall publish to the Principal Members a list of all applicants whom the Committee recommends for membership as Principal Members and shall solicit comments by the Principal Members at least thirty days before the Chair of the Membership and Nominating Committee plans to present such applicants to the Board of Directors for approval. The Chair of the Membership and Nominating Committee shall report to the Board of Directors at each of its meetings and present the list of all eligible applicants, indicating those approved and disapproved by the Membership and Nominating Committee. If an applicant was disapproved for membership as a Principal Member, the reasons for such disapproval will be communicated to the applicant. After receiving the recommendations of the Membership and Nominating Committee, the Board of Directors shall vote on each applicant's admission as a Principal Member.

(d) **Voting.** Principal Members shall be entitled to vote in the affairs of the corporation pursuant to these Bylaws. Each Principal Member shall be entitled to one vote on matters submitted to the Principal Members.

(e) **Information.** Principal Members shall be entitled to access all of the information available to members of the corporation, including all working documents, minutes of meetings (Board of Directors and Committees) and grants by the corporation.

4.4 International Members

Members who do not live and practice in North America (the United States, its territories, Canada and Mexico) may become International Members. An International Member shall have all of the rights, privileges, duties and obligations of an Affiliate Member.

International Members will receive updates and news, but will not vote on matters submitted to the Principal Members.

An International Member must be a member in good standing of at least one other recognized scientific organization. The credentialing process for International Members shall be completed by the International Committee, subject to final review and approval by the Membership and Nominating Committee and Board of Directors, respectively. In circumstances where there is no local certification, applications will be reviewed on a case-by-case basis by the International Committee, the Membership and Nominating Committee and the Board of Directors.

International Members may participate in all Society activities and may serve as members or chairpersons of committees.

4.5 Student Members

Student Membership shall be available to any student around the world. Applicants for Student Membership shall furnish to the Membership and Nominating Committee such information as it may require, including a signed statement from the applicable program or fellowship director that the applicant is a student, graduate student, resident or fellow in good standing in a program of study that the Membership and Nominating Committee deems appropriate and related to the goals of this corporation (a “**Qualifying Program**”). Student Membership may be approved by the Membership and Nominating Committee without action by the Board of Directors.

Student Members will receive updates and news, but will not vote on matters submitted to the Principal Members. Student Members shall pay dues but may not hold office or serve on committees.

Student Membership shall terminate automatically upon the earlier of: (i) admission of a Student Member to another member status; or (ii) one year following the termination of such Student Member’s participation in a Qualifying Program for any reason, including (without limitation) the successful completion of such Qualifying Program. During the final year of a Student Member’s training in a Qualifying Program, the Student Member will be invited to apply to the Membership and Nominating Committee for another class membership in this corporation.

4.7 Graduate Student Members

Student Membership shall be available to any student around the world. Applicants for Student Membership shall furnish to the Membership and Nominating Committee such information as it may require, including a signed statement from the applicable program or fellowship director that the applicant is a resident, Post-Doctoral fellow or a Research/Clinical fellow in good standing in a program of study that the Membership and Nominating Committee deems appropriate and related to the goals of this corporation (a “**Qualifying Program**”). Student Membership may be approved by the Membership and Nominating Committee without action by the Board of Directors.

Professional Trainee Members will receive updates and news, but will not vote on matters submitted to the Principal Members. Student Members shall pay dues but may not hold office or serve on committees.

Professional Trainee shall terminate automatically upon the earlier of: (i) admission of a Professional Trainee Member to another member status; or (ii) one year following the termination of such Professional Trainee Member’s participation in a Qualifying Program for any reason, including (without limitation) the successful completion of such Qualifying Program. During the final year of a Professional Trainee Member’s training in a Qualifying Program, the Student Member will be invited to apply to the Membership and Nominating Committee for another class membership in this corporation.

4.8 Healthcare Professionals Members

Affiliate Members are individuals who are: (i) allied healthcare professionals (nurses, physicians’ assistants, etc.) (ii) involved in neurologically (Brain, Spine and Mental Health) related patient care, teaching or research, and (iii) have been registered online and or recommended for membership by a Principal Member of the Society.

Affiliate Members shall pay dues and may serve on committees but may not hold office.

Affiliate Members will receive updates and news, but will not vote on matters submitted to the Principal Members.

4.6 Honorary/Lifetime Members

Honorary Membership may be granted to certain individuals whom the Board of Directors selects without reference to the foregoing qualifications. However, members of the Society could become Honorary Lifetime members by paying 10 years' worth of membership all at once.

4.7 Dues

Each member shall pay in advance annual dues to this corporation according to schedules that from time to time may be prescribed by the Board of Directors. The dues may vary by class of membership. The dues structure for the upcoming year shall be reported to the membership no less than 30 days before they are due and shall be provided to an applicant for membership. Once determined for any calendar year by the Board's resolution, annual dues may not be increased until the next calendar year. The corporation shall prorate the dues for any period of membership of less than one year. All applicants and members are notified online that the purchase of any membership category is final and there will be no partial or complete refunds after the purchase.

4.8 Special Assessments of Principal Members

(a) This corporation's revenues shall be used primarily to pay all its expenses including such unusual or extraordinary expenses as may be authorized from time to time by the Board of Directors in furtherance of the business and objects of the corporation. The dues so required may be raised by special assessments, which shall be levied from time to time against the Principal Members by the Board of Directors. The Board of Directors shall not levy special assessments, which, in any fiscal year, cumulatively exceed 50% of the annual dues of the Principal Members unless the Principal Members by resolution approve the levy; provided, however, no special assessment with respect to a resolution or a series of resolutions shall exceed 200% of the annual dues within a fiscal year. Within 45 days after any assessment has been levied, notice thereof shall be given to every Principal Member stating the amount of such assessment and the date or dates on which the assessment was ordered by the Board of Directors to be paid.

(b) No newly elected Principal Member shall be required to pay any special assessment or portion thereof levied prior to the date such Principal Member is admitted as a Principal Member of this corporation.

4.9 Membership Term

The membership term shall run from each January 1 to the following December 31, or any other one-year period deemed appropriate by the Board of Directors.

4.10 No Transfer of Memberships

No member of any class may transfer a membership or any right of a membership. All rights of a member shall cease upon the member's death (or dissolution, if the member is an entity).

4.11 Certificate of Membership

Each member of this corporation in good standing shall be entitled to a certificate of membership in such form as shall be prescribed by the Membership and Nominating Committee. A Certificate of Membership shall be issued to each new member within a reasonable time after election and receipt of first dues paid by the corporation, and shall be surrendered by said member immediately upon termination or discontinuation of membership. The certificates of membership may not be assigned or transferred.

4.12 Termination of Membership

(a) The membership of any member shall terminate upon the first occurrence of one of the following events:

(1) The failure of a member to pay dues or special assessments within 30 days after the date on which such dues or assessments become payable;

(2) The resignation or expulsion of a member;
or

(3) The expiration of the membership term, unless within 30 days after the expiration the member renews for a subsequent period on the renewal terms set by the Board of Directors.

(b) Any member may resign from membership at any time.

(c) Grounds for suspension or expulsion are: (i) violating a Bylaw or documented procedure that brings disrepute on the Society or undermines the cooperative purposes of the Society or (ii) failing to adhere to the ethical standards adopted by the Society. If such grounds exist, the Board may suspend or expel a member by a vote of two-thirds of the Directors present at a regular or special meeting of the Board at which there is a quorum. Such vote shall be taken by secret ballot. Notice of the proposed suspension or expulsion, together with the reasons therefore, shall be given to the member concerned at least 15 days prior to the meeting of the Board at which the vote with respect thereto is to be taken and such member shall be given an opportunity to be heard by the Board, orally or in writing, at or prior to such meeting of the Board and at least 5 days before the effective date of the suspension or expulsion. Any notice required by this Section 4.12 may be given by any method reasonably calculated to provide actual notice and any notice given by mail shall be given by first-class or registered mail sent to the last address of the member shown on the records of the corporation. A suspended member shall not be entitled to exercise any voting rights during the period of the suspension.

(d) All membership dues, special assessments and fees paid to the corporation by any member who has been suspended or expelled, or who shall have resigned, shall be retained by the corporation.

4.13 Liability of Members

Except as provided in Section 7420 (regarding illegal distributions to members) of the Nonprofit Mutual Benefit Corporation Law, the Uniform Fraudulent Transfer Act or as otherwise provided by law, no person who is a member of the corporation shall, as such, be personally liable for the debts, liabilities or obligations of the corporation.

4.14 Distribution to Principal Members at Dissolution

At dissolution of the corporation, its assets available (after paying or providing for all known creditors and disposing of any assets impressed with a charitable trust in accordance with the terms of that trust), if any, shall be transferred to the World Brain Mapping Foundation (the Charity).

5. MEETINGS OF MEMBERS

5.1 Annual Meeting

If there is business to be conducted by the Principal Members, the annual meeting of Principal Members of this corporation shall be set annually by board of directors; the time, date and location has to be disclosed to members few months ahead of time, or on the last day of the convention such date, time and place as may be fixed by the Board of Directors.

5.2 Special Meetings

Special meetings of the Principal Members of this corporation for any purpose or purposes may be called by the President or the Board of Directors or by a petition of at least 25% of the Principal Members.

Upon request in writing to the corporation addressed to the attention of the Chair of the Board, President, Vice President, or Secretary by any person (other than the board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the Principal Members entitled to vote that a meeting will be held at a time fixed by the board not less than 35 nor more than 90 days after the receipt of the request.

5.3 Record Date

Principal Members whose membership term includes the last day on which notice of a meeting is given and who are otherwise eligible to vote are entitled to notice of and to vote at the meeting of members.

5.4 Notice of Meeting

Whenever Principal Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Principal Member who, on the record date for notice of the meeting, is entitled to vote at the meeting, *provided that* if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting. Such notice shall state the place, date and time of the meeting and the means of Electronic Transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in that meeting. In the case of a special meeting, the general nature of the business to be transacted shall be stated in the notice, and no other business may be transacted. In the case of a regular meeting, the notice shall list those matters

which the board, at the time the notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting for the action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

If action is proposed to be taken at any meeting (a) to approve a contract or transaction in which a director has a direct or indirect financial interest, (b) to amend the Articles of Incorporation, or (c) to approve the voluntary dissolution of the corporation, then the notice shall also state the general nature of such proposal.

5.5 Manner of Giving Notice

Notice of a members' meeting or any report shall be given personally, by Electronic Transmission by the Corporation, or by mail or other means of written communication, addressed to the Principal Member at the address of such Principal Member appearing on the books of the corporation or given by the Principal Member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of giving of any notice or report in accordance with the provisions of this part, executed by the Secretary, Alternate Secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to the Principal Member at the address of such Principal Member appearing on the books of the corporation is returned to the corporation by the United States Postal Service or email marked to indicate that the United States Postal Service/email is unable to deliver the notice or report to the Principal Member at the address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Principal Member upon written demand of the Principal Member at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other Principal Members.

5.6 Quorum

The votes represented either in person or by proxy of one-third of the Principal Members entitled to vote at any meeting of members shall constitute a quorum for the transaction of business. The Principal Members present at

a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Principal Members required to constitute a quorum.

5.7 Voting

The members entitled to notice of and to vote at any meeting of members shall be determined in accordance with the provisions of Section 4.2 and Section 5.3. The vote may be by voice vote or by ballot, at the discretion of the chair. If a quorum is present, the affirmative vote of the majority of the Principal Members represented at the meeting and entitled to vote on such matter shall be the act of the members, provided that if less than half of the Principal Members entitled to vote at the meeting are present only such matters as are described in the notice of the meeting shall be submitted to vote at the meeting.

5.8 Waiver of Notice

The transactions of any meeting of members, annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice, or a consent to a holding of the meeting, or an approval of the minutes thereof. Neither the waiver of notice nor the consent to holding of the meeting nor the approval of the minutes thereof need specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any matters specified in the second paragraph of Section 5.4 (Notice of Meeting) the waiver of notice or the consent to the holding of the meeting and the approval of the minutes thereof shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of such meeting if such objection is expressly made at the meeting.

5.9 Adjournment

Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Principal Members represented and entitled to vote at such meeting, either in person or by proxy, but in the absence of, a quorum, no other business may be transacted at such meeting.

When any meeting of members, annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at a meeting at which the adjournment is taken, and the corporation may transact any business, which might have been transacted at the original meeting, *provided that* if the adjournment is for more than 45 days after the date set for the original meeting, then (a) the Chairman of the Board shall set a new record date and (b) notice of the adjourned meeting shall be available upon request to each active Principal Member of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 5.4 and 5.5.

5.10 Action by Ballot

Any action which may be taken at an annual or special meeting of members may be taken without a meeting if this corporation distributes a written ballot to every Principal Member entitled to vote on the matter. The ballot and any related material may be sent by Electronic Transmission by the Corporation and responses may be returned to the corporation by Electronic Transmission to the Corporation. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. A written ballot may not be revoked.

5.11 Procedures for Voting by Proxy or Ballot

Any form of proxy or written ballot shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. In any election of directors, any form of proxy or written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director. A signed proxy may be delivered to the Secretary by Electronic Transmission to the Corporation.

5.12 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Principal Members may be taken without a meeting, if all Principal Members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Principal Members.

6. BOARD OF DIRECTORS

6.1 Powers

Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

6.2 Designator

Dr. Babak Kateb, the founder of the Society, shall be the Designator as long as he serves as a director. He shall be entitled to designate himself as a director. When he no longer serves as a director, Dr. Vicky Yamamoto (Co-founder) shall be Designator.

6.3 Protectors

At all times while there is a Designator, there shall be three Protectors. The role of the Protectors is to remove the Designator as a director if that ever becomes necessary. The initial Protectors shall be Vicky Yamamoto, Farzad Massoudi, and Mike Chen, . A Protector shall serve as Protector until the Protector resigns, dies, is replaced or is declared by an order of a court to be substantially unable to manage his or her own financial resources or to resist fraud or undue influence. The Designator may by written notice to the outgoing and incoming Protectors replace a Protector with successor Protector, but the Designator may not reduce to less than three the number of Protectors in service at any time. A successor Protector must be an individual who is or has been a Principal Member, director, officer, or Advisor of this corporation. If a Protector dies, resigns as a Protector, or is declared by an order of a court to be substantially unable to manage his or her own financial resources or to resist fraud or undue influence, the Designator shall designate a successor Protector. If the Designator does not do so within 30 days of the death, resignation or court order, the other Protectors shall designate a third Protector.

6.4 Number and Election of Directors

The number of directors shall be not less than 9 nor more than 50 until changed in the manner specified in Section 15 (Amendment). The exact number of directors shall be fixed by the Designator from time to time within the limits specified or, if there is no Designator, by the Principal Members.

Subject to Section 10.4 (Membership and Nominating Committee), Directors shall be designated by the Designator, after consulting with the Membership and Nominating Committee, if there is a Designator or, if there is no Designator, by the Principal Members from a slate proposed by the Membership and Nominating Committee, which slate shall include more names than the number of directors to be elected.

6.5 Term of Office

All directors must be an active member of the corporation. Each director shall serve for a term of **one year** and until a successor is designated or, if there is no Designator, elected, unless the director is removed. Multiple years of service as director is possible depending on the contribution(s) made by the director to the organization.

6.6 Resignation and Removal of Directors and Designator

Any director may resign effective upon giving written notice to the Chair of the Board or the President of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. The Chair of the Board may declare vacant the office of a director who has been (a) declared by an order of a court to be substantially unable to manage his or her own financial resources or to resist fraud or undue influence or (b) convicted of a felony. The Designator may remove any director at any time for any reason. The Designator may be removed from office by a court of competent jurisdiction at the request of any Protector, upon a showing that the Designator (i) is substantially unable to manage his own financial resources or to resist fraud or undue influence or (ii) has been convicted of a felony.

6.7 Vacancies

Subject to Section 10.4 (Membership and Nominating Committee), a vacancy occurring in the office of director shall be filled by the Designator or, if there is no Designator, by the board of directors or by the Principal Members. A director so selected shall serve for the balance of the unexpired term and until a successor has been designated or, if there is no Designator, elected.

6.8 Compensation and Reimbursement

Members of the Board of Directors shall serve without compensation for their services as directors. They shall be entitled to reimbursement for expenses pursuant to corporate policy, but only if and to the extent that such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount. Board members could be compensated should they play executive staff role such as CEO, COO, CFO and or Vice President role. Compensation committee will be determining their salary according to the non-profit guidelines.

6.9 Liability

Except as provided by law, designator and no director shall be personally liable for any debt, liability or obligation of the corporation.

7. MEETINGS OF BOARD OF DIRECTORS

7.1 Regular Meetings

The regular meeting of the Board of Directors shall be held at the Society's annual Congress in each year immediately following the annual meeting of members, if any, at the location of the Congress, which may be in any

country, or at such date, time and place as may be fixed by the Designator, if there is one or, if not, by the Board of Directors. In addition, the Board may hold regular meetings at times and places fixed in advance by the Board.

7.2 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board or the President.

7.3 Notice of Meetings

All meetings of the Board shall be held at least four days after delivery of notice of the meeting, which need not specify the purpose of the meeting. The notice shall state the place and time of the meeting. Notice may be given by first-class mail, delivered personally or by telephone, including a voice messaging system or by Electronic Transmission by the Corporation.

7.4 Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

7.5 Place

Meetings of the Board shall be held at any place, in any country, that has been designated by a resolution of the Board and/or by the Chairman of the Board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

7.6 Quorum

A majority of the exact number of directors specified pursuant to Section 4.2 (Number and Designation of Directors) shall constitute a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or by such greater number as may otherwise be required by law.

7.7 Voting

Each director present and voting at a meeting shall have one vote on each matter presented to the board of directors for action at that meeting. No director may vote at any meeting by proxy. Subject to Section 7.8 (Veto), every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law.

7.8 Veto

Notwithstanding any other provision of these Bylaws, while Dr. Babak Kateb serves as a founding chairman of the board of directors, no action by the Board of Directors shall be effective unless notice of the proposed action has been delivered to him and either (a) he has approved it or (b) 90 days elapse after delivery of the notice and he has not disapproved the action by delivering notice of his disapproval to each other director within that 90-day period.

7.9 Participating in Meetings Electronically

Members of the Board may participate in (and shall be deemed to be present at) a meeting through use of conference telephone, electronic video screen communication, or Electronic Transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of Electronic Transmission by and to the Corporation, other than conference telephone and electronic video screen communication constitutes presence in person at that meeting if both of the following apply: (a) each member participating in the meeting can communicate with all of the other members concurrently, and (b) each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

7.10 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours.

7.11 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

8. BOARD OF ADVISORS

The corporation may have a Board of Advisors.

8.1 Advisors

If the Board of Directors resolves that the corporation shall have a Board of Advisors, the Designator or, if there is no Designator, the Board of Directors shall appoint to the Board of Advisors two or more Advisors, who are not directors of the corporation. Advisors are encouraged to be members of the corporation. Each Advisor shall serve at the pleasure of the Designator or, if there is no Designator, the Board of Directors. Advisors may resign from the Board of Advisors at any time by delivering to the Chair of the Board a notice of resignation.

8.2 Role

The role of the Board of Advisors shall be to advise on such matters as the Chair of the Board may bring to the attention of the Board of Advisors. The Board of Advisors shall advise the Chair of the Board and the President. The Board of Advisors shall not have any right to make decisions on behalf of the corporation or the Board of Directors. An Advisor shall have no liability for any action or inaction by the corporation, its Board of Directors or its officers, employees or agents. Advisors shall be entitled to such information about the corporation as the Chair of the Board or the President provides to the Advisors. Each Advisor shall protect the confidential nature of the information that he or she learns in the role of an Advisor.

8.3 Meetings

The Chair of the Board shall determine when and where the Board of Advisors meets. The Chair of the Board shall chair all meetings of the Board of Advisors. Whether Advisors are invited to attend meetings of the Board of Directors shall be determined by the Chair of the Board.

8.4 Decisions of the Chair of the Board

All decisions that the Chair of the Board makes about the Board of Advisors shall be made in the sole and absolute discretion of the Chair of the Board, as the Chair of the Board determines to be consistent with his or her duties as Chair of the Board.

8.5 Compensation

Whether the Advisors receive compensation from the corporation and the amount of compensation that they receive shall be determined by the Board of Directors.

9. OFFICERS

9.1 Officers

The officers of the corporation shall consist of a Chair of the Board, a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Vice Chair of the Board, one or more Vice Presidents, one or more Alternate Secretaries or Alternate Financial Officers and such other officers as the Board of Directors may from time to time determine.

9.2 Election

While there is a Designator, (a) the Designator shall appoint the Chair of the Board, who may be the Designator, (b) other officers shall be chosen annually by the Board from a slate proposed by the Designator, and (c) officers other than the Chair of the Board shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. When there is no Designator, (i) all officers shall be chosen annually by the Board, and (ii) all officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. The appointments to each office shall be reviewed at least once each year. The Chair of the Board and Vice Chair of the Board, if there is one, shall be elected by the Board from among its members. Other officers may, but need not, be members of the Board of Directors. Any number of offices may be held by the same person. The Board shall endeavor to name as Secretary and Chief Financial Officer persons who do not serve concurrently as Chair of the Board or President.

9.3 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights if any, of the corporation under any contract to which the officer is a party.

9.4 Vacancies

Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Board of Directors, subject to Section 10.4 (Membership and Nominating Committee). While there is a Designator, the Board shall fill the office from a slate proposed by the Designator.

9.5 Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors, shall be the chief executive officer and general manager of the corporation, shall be responsible, subject to control and supervision by the Board of Directors, for the general supervision, direction and control of the business and affairs of the corporation, shall be a member of all committees (provided that the Chair of the Board shall not be a member of any committee that considers the compensation of the Chair of the Board) and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no President or Vice President is elected, the Chair shall be the President. In the absence of the Chair of the Board, the Vice Chair of the Board, if there is one, shall fulfill the duties of the Chair. While there is a Designator, he shall serve as Chair of the Board.

9.6 President Emeritus

The outgoing President shall serve as President Emeritus until a new outgoing President succeeds to the office of President Emeritus. The President Emeritus shall open the scientific session of the Society's Congress, shall advise the Chair of the Board and the President, shall provide continuity to the office of President, and shall help to raise funds for the Society.

9.7 President

The President shall report to the chairman of the board and the Board of Directors, shall execute the policies adopted by the Board of Directors,

and shall develop the Society and raise funds for the diverse events and initiatives of it. The President shall be a member of all committees (provided that the President shall not be a member of any committee that considers the President's compensation), shall appoint the chairs of standing committees in collaboration with the chair of the board, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no Chair of the Board or Vice Chair of the Board is elected, the President shall be the Chair. Generally, the President shall have served as a Vice President for at least one year before serving as President. President is responsible for planning, execution of the annual World Congress and any other scientific courses and or initiatives put forward by the board.

9.8 Executive Director

In the absence or disability of the President, the Executive Director (Dr. Vicky Yamamoto) shall perform all the duties of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The executive director has legal authorization to legally bind the organization in contractual obligations. The Executive Director shall oversee all operations of the corporation.

9.9 Vice President

Vice Presidents shall be appointed by the chairman of the board, if there is more than one Vice President, the Vice Presidents shall, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform duties of the President in his or her absence or disability. Executive Director shall function as Vice President.

9.10 Secretary of the Board

The Secretary shall keep or cause to be kept an accurate record of all meetings of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.

9.11 Chief Operating Officer

The Chief Operating Officer shall be appointed by the Chairman of the Board of Directors and oversee all the corporation's related operations under the guidance of the Executive Director and Chief Executive Officer. Should build a structured system to ensure the continued development of programs and

initiatives, help develop the organization of the SBMT scientific subcommittees, be in charge of assuring the streamlining of the organization and completion of events, research projects and related marketing that goes in accordance with the SBMT Mission, Vision, and Values.

9.12 Chief Financial Officer

The Chief Financial Officer shall be the custodian for all funds of the corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of the corporation shall be disbursed only on checks or other withdrawal orders of the corporation signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial officer shall generally supervise the accounting and bookkeeping of the corporation in coordination with the corporation's independent accountant, shall regularly report to the Board as to the financial condition and results of operations of the corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board. The Chief Financial Officer, for purposes of giving any reports or signing any certificates or other documents requiring the signature of the Treasurer, is deemed to be the Treasurer of the corporation.

9.13 Reimbursement

Officers of the corporation shall be entitled to reimbursement for expenses in accordance with corporate policy, but only if and to the extent that such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount.

9.14 Liability

Except as provided by law, no officer shall be personally liable for any debt, liability or obligation of the corporation.

10. COMMITTEES

10.1 Committees to Act for the Board of Directors

The Chair of the Board may create and appoint committees for such special projects as the Chair of the Board determines that the activities of the corporation require. Each such committee shall consist of two or more directors, shall be presided over by a chair appointed by the Chair of the Board and shall serve at the pleasure of the Chair of the Board. Appointments to committees shall be by the Chair of the Board with the approval of a majority vote of the di-

rectors then in office. The Chair of the Board may appoint, the same approval, alternate members of any committee to replace any absent member at any meeting of the committee.

10.2 Duties and Powers

The Board of Directors may delegate to each committee by resolution such duties and powers as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that no committee of the Board may:

- (a) Fill vacancies on the Board of Directors or in any committee;
- (b) Fix compensation of directors for serving on the Board of Directors or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board of Directors unless such resolution is by its express terms so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of any committee of the Board of Directors;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected: or
- (g) With respect to any assets held in a charitable trust, approve any transaction (1) in which the corporation is a party and one or more directors has a material financial interest; or (2) between the corporation and one or more directors or between the corporation or any person in which one or more of its directors has a material financial interest.

A committee exercising the authority of the Board of Directors shall not include as a member a person who is not a director.

10.3 Advisory Committees

The Board of Directors may create committees that do not exercise authority of the Board of Directors. These advisory committees may include persons who are not directors. This corporation shall have two standing advisory committees: the Membership and Nomination Committee and the Finance Committee. The duties of the two standing advisory committees are as described in Sections 10.4 and 10.5. The Board may from time to time appoint such advisory committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any power of the Board. Appointments to committees shall be by the Chair of the Board with the approval of the Board of Directors. The Chair of the Board may appoint, with the same approval, alternate members of any committee who may replace any absent member at any meeting of the committee.

10.4 Membership and Nominating Committee

Member, officer and director nominations shall be submitted to the Board of Directors or acted on by the Board after the Membership and Nominating Committee has approved the nomination. The size and composition of the Membership and Nominating Committee shall be determined by the Board of Directors, provided, however, that as long as founder Dr. Babak Kateb serves as a director, he shall chair the Committee. The Committee shall review the qualifications of all applicants for membership in accordance with Sections 4.3 (Principal Membership) and **Error! Reference source not found.** (Admission to Membership as an International Student, Affiliate or Associate Member).

The Committee shall review the standing of all members and is empowered to recommend to the Board of Directors a change in classification of a member or the suspension or termination for cause of a member under the criteria set forth in Sections 4.12 (Termination of Membership).

The Committee shall also propose nominees to the Board of Directors who may stand for election at the annual meeting of this corporation. The Committee shall nominate a slate of officers for all positions which shall be considered by the Board of Directors. In nominating a slate of officers, the Committee, to the extent reasonably possible in the discretion of the Committee, shall strive to maintain a balanced representation of the field and geographic balance of the membership.

This organization was founded by Dr. Babak Kateb and the members and directors respect his vision for the organization. No action by the Membership and Nominating Committee shall be effective unless and until Dr. Babak Kateb has approved it in writing.

10.5 Finance Committee

The size and composition of the Finance Committee shall be determined by the Board of Directors, provided however, the Committee shall be chaired by a director who is not the Chief Financial Officer. The Committee shall review the finances of the corporation and shall prepare and propose to the Board of Directors the dues, fees, and special assessments to be paid to the corporation. The Committee shall recommend an annual budget or amendments thereto to the Board of Directors. The Committee shall recommend auditors to the Board of Directors and shall receive audit and management reports from the auditors. This Section 10.5 shall not require the corporation to have an audit.

10.6 Proceedings and Reports

The Board shall have power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall determine the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and the presiding member of each committee shall regularly report to the Board on action taken by that committee.

11. INDEMNIFICATION

11.1 Indemnification

This corporation may, to the maximum extent permitted by the California Nonprofit Mutual Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this Article 11, an “agent” of the corporation means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

11.2 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

11.3 Insurance

Except as provided by law, the corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability.

12. RECORDS AND REPORTS

12.1 Corporate Records

The corporation shall keep at its principal office:

- (a) Adequate and correct books and records of account:
- (b) A copy of these Bylaws, as amended to date: and
- (c) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form accurately portrays the written for or in any combination of the foregoing.

12.2 Inspection

Every director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the corporation. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

13. PROPERTY RIGHTS

13.1 Ownership

Unless a member specifically agrees otherwise in writing, all patents, copyrights, and other intellectual property owned by, and inventions and works created by that member shall remain the property of that member, and such ownership of and rights in that or any other intellectual property shall not be affected in any way by the member's participation in the work of this corporation.

13.2 No Confidentiality

All material contributed or otherwise submitted to this corporation (including any committee of this corporation) shall be deemed non-confidential. By submitting any material, each member by or on behalf of which any material is submitted is deemed to agree on its behalf, on behalf of any other person or entity identified as a contributor, and on behalf of the owner(s) of any proprietary rights in the material, that the material submitted is not subject to any requirement of confidentiality, that there has been no assumption of any confidentiality obligation with respect to the material, and that such material may be freely distributed.

13.3 Copyrights; Publication; Attribution

(a) Unless it is unable to do so and specifically so notes at the time of submission, each member submitting any material grants, and agrees to grant, on its behalf, and on behalf of any other person or entity identified as a contributor, and on behalf of the owner(s) of any proprietary rights in the material, a perpetual world-wide, non-exclusive, royalty-free license to this corporation under any copyrights in the material submitted. This license includes the right to copy, display, publish and distribute the material in any way, and to prepare derivative works that are based on or incorporate all or any part of the material. The license granted shall, for such derivative works, be of the same scope as the license of the original material.

(b) This corporation, its committees and members have no duty or obligation to publish, promote, or otherwise use or disseminate any submission or material included in such submission.

(c) Publications of this corporation may identify the author(s) of the publication and the author(s) of any material submitted for use in connection

with such publication. However, neither the name of any member, nor any member's trademarks or trade names, may be used in any such publications or by any member describing the work of this corporation, without the prior written approval of the member or this corporation, as the case may be. The foregoing shall survive the resignation, expulsion or cessation of business of any member, or the dissolution of this corporation.

13.4 Other Property Rights

(a) Any member whose membership in this corporation shall have ended by resignation, cessation of business, expulsion, or other cause shall forfeit thereby all interests in any and all funds, property, rights, and interests of this corporation, other than any licenses to intellectual property of this corporation that vested during the term of membership.

(b) Except as provided in Section 4.14 (Distribution to Principal Members at Dissolution) and the intellectual property licensing provisions of this Article 13, no member has any property rights in any assets of this corporation.

14. MISCELLANEOUS

14.1 Budget

The Chair of the Board shall propose, and the Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

14.2 Fiscal Year

The corporation's fiscal period for tax and financial accounting purposes shall be the 12-month period ending on December 31 unless another fiscal year is selected by the Board of Directors after consultation with the Chief Financial Officer.

14.3 Checks, Drafts, and Evidences of Indebtedness

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner

as, from time to time, shall be determined by resolution of the Board of Directors.

14.4 Signing Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or sign any instrument in the name of and on behalf of the corporation. and such authority may be general or confined to specific instances: and, unless so authorized or ratified by the Chair of the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

14.5 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or by the President are each authorized to vote and to represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. This authority may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly signed by said officer. This Section 14.5 does not apply to the rights of this corporation with respect to the Foundation or any other nonprofit corporation.

14.6 Notices

All notices or other communications required or permitted by these Bylaws, except as otherwise specified in these Bylaws or by law, shall be in writing and shall be deemed delivered when personally delivered or, if mailed, 48 hours after deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent postal address of such person on the books of the corporation.

14.7 “Electronic Transmission by the Corporation”

means a communication:

(a) Delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting,

which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication,

(b) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

However, an Electronic Transmission by the Corporation to a member of the corporation who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person's capacity as a member, is not authorized unless, in addition to satisfying the requirements of the foregoing paragraph, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper or in non-electronic form, (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (iii) the procedures the recipient must use to withdraw consent.

14.8 "Electronic Transmission to the Corporation"

means a communication:

(a) Delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication,

(b) As to which the corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission, and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

14.9 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person. All references in these Bylaws to the California Nonprofit Mutual Benefit Corporation Law shall be deemed to be to such law as it may be amended and in effect from time to time. References to Articles and Sections are to Articles and Sections of these Bylaws unless the context clearly indicates otherwise.

15. AMENDMENT

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of or ratification by the Principal Members.

Subject to the power of the Principal Members to adopt, amend or repeal Bylaws, new Bylaws may be adopted and these Bylaws may be amended or repealed by the vote of a majority of the directors then in office, except that the Board shall have no power to amend Sections 6.2 (Designator), 6.3 (Protectors), 6.4 (Number and Election of Directors) or 6.7 (Vacancies.)

Notwithstanding the foregoing two paragraphs, while Dr. Babak Kateb serves as a director, no amendment to the bylaws of this corporation, nor any adoption of new bylaws or repeal of bylaws, shall be effective unless and until he approves of it in writing. The last sentence of Section 7150(d) of the California Corporations Code shall not apply to prevent the application of the preceding sentence.

[End of Bylaws.]

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and acting President of /Society for Brain Mapping and Therapeutics (SBMT), a California nonprofit mutual benefit corporation, and that the foregoing Bylaws (comprising __33__ pages without the title page or table of contents) constitute a true and correct copy of the Bylaws of the corporation as in effect on this date.

SIGNED on _____ , 2015 _____
Aaron Filler, 13th President