



## BYLAWS

*Approved by CIS membership May 20, 2023.*

### ARTICLE I.

#### *Purposes and Powers*

##### **1.1 Purposes**

The primary objectives and purposes of this Society shall be to:

1. facilitate the interchange of ideas and information among physicians and other investigators who are concerned with immunological/inflammatory diseases;
2. promote research on the causes and mechanisms of diseases relating to the immune system and, as a result, to unify concepts of disease pathogenesis;
3. encourage investigators and clinicians to share in their knowledge of immunologically active drugs and other interventions;
4. promote application and dissemination of recent advances in biomedical science for the prevention, diagnosis and treatment of diseases related to immunity and inflammation; and
5. foster excellence in research and medical practice.

### ARTICLE II.

#### *Members*

- 2.1 Eligibility.** Any individual interested in objectives of the Society may be considered for one of several types of membership, provided that such individual meets the requirements indicated. There will be no restriction because of race, color, religion, sex, national origin, age or disability.
- 2.2 Status of Membership.** Membership in the Society is a privilege, not a right, and is dependent on the applicant adequately demonstrating compliance with the requirements for membership as defined in these Bylaws and otherwise by the Council of the Society.
- 2.3 Categories of Membership.** The society shall consist of five (5) categories of members: Regular, Associate, Trainee, Emeritus, and Honorary.
- 2.4 Eligibility for Membership.**
  - a. Regular membership shall be open to those individuals who:

1. are engaged in research in the area of clinical immunology or have contributed to or are engaged in the practice of clinical immunology;
2. have an MD, DO, PhD or equivalent academic degree;
3. have made scholarly contributions as defined by the Council;
4. are active, bona fide representatives of the international scientific community with a specialty or interest in a field related to clinical immunology.

Regular members shall have full membership rights and privileges, including, without limitation, the right to vote, hold office and serve on the Council of the Society.

- b. Associate membership shall be open to those individuals with a Bachelors, Masters, RN or equivalent degree with a demonstrated interest in clinical immunology. Associate members shall not have voting rights and may not hold office or serve on the Council.
- c. Trainee membership shall be open to those individuals who are enrolled in academic programs awarding, and are candidates for, MD, DO, PhD, or equivalent degree, with a demonstrated interest in clinical immunology. In order to be eligible for this class of membership, such individual must provide to the Society a letter of recommendation and proof of enrollment/training status from a training or program director for the program in which such individual is enrolled. In addition, Trainee membership shall also be open to individuals who are participating in post-doctoral or clinical fellowship, or residency programs. Trainee members shall not have voting rights and may not hold office or serve on the Council.

A Trainee member can move to Regular membership status through successful completion of their training program, post-doctoral or clinical fellowship, or residency program with a letter of completion from the program director. Trainee members will receive three (3) years of complimentary membership during their formal training, and up to a maximum of seven (7) years when training period extends and upon approval of the Membership Committee; the complimentary membership period will be followed by three (3) years of reduced dues. They shall then be required to pay the same amount as Regular members.

- d. Emeritus membership shall be open to those individuals who have attained the age of 65 years and have been a Regular member for fifteen years or longer. Under circumstances deemed appropriate by the Council, the requirement of an age of 65 years for transfer to Emeritus status may be waived. Emeritus members shall retain all rights and privileges of active membership, including voting rights, except that Emeritus members may not hold office or serve on the Council. Emeritus members shall be exempt from payment of dues.
- e. Honorary membership shall be open to those individuals who have made an extraordinary contribution to the field of clinical immunology under circumstances deemed appropriate by the Council. Honorary membership shall be open to individuals regardless of their previous or current CIS membership status. Honorary members shall retain all rights and privileges of active membership, including voting rights, except they may not hold office or serve on the Council. Honorary members shall be exempt from payment of dues but shall not, however, receive a free paper subscription to the journal.
- f. Fellow:
  1. Eligibility Requirements.

A candidate for election as a Fellow shall be required to demonstrate proficiency in research or practice in the field of clinical immunology and continuing efforts to advance the field of immunology. These requirements shall be deemed met upon fulfillment of the following criteria:

1. Has been a Regular Member of the society for a period of three (3) continuous years and has shown demonstrated commitment to CIS;
2. Recommended by a current Fellow of the Clinical Immunology Society (FCIS) in good standing;
3. Prior or current certification by the American Board of Allergy and Immunology, the American Board of Medical Laboratory Immunology, or by a Subspecialty Board recognized by the American Board of Medical Specialties (or equivalent recognition), or their foreign equivalent;
4. Continuing training and experience in the field of immunology, including regular attendance at the annual meeting of the society or another recognized international, national, regional or state meeting of persons in such field, and ongoing practice, research or teaching in the field of immunology;
5. Proof of scholarly activities based on a body of work based in clinical immunology that demonstrates expertise and contribution to the field;
6. In the case of non-clinician scientists, the candidate must have earned a doctoral or other advanced degree and fulfill at least two of the following criteria. The CIS Council can make exceptions for outstanding candidates.
  - a. A track-record of publications in peer-reviewed journal in the field of immunology or a related field or an allied discipline which evidences original research, sound clinical investigation or advances and important discussion of the work of others in such field or discipline;
  - b. Evidence of an ongoing commitment to teaching the principles and practice of immunology to house staff, medical students or early career immunologists;
  - c. Providing ongoing continuing education opportunities in the field of immunology to other health care providers through lectures, rounds, case presentations or the like.

Memberships may be transferred from one class to another by action of the Membership Committee.

**2.5 Application Process.** The Membership Committee shall review the applications for eligibility on the basis of criteria approved by the Council including good moral and ethical character. The Membership Committee can approve membership with a two-thirds majority vote. Determination by the Membership Committee shall be final in its sole discretion and cannot be appealed. The Membership Committee may, in exceptional circumstances, waive any requirement of membership in any class in any particular instance. A list of individuals who have applied for membership and are deemed to have fulfilled the requirements by the Membership Committee shall be made available to the membership at the Annual Business Meeting. Applicants must adhere to the following guidelines to be considered for membership.

- a. Applicants for Regular and Associate membership must:
  1. submit a CIS membership application;
  2. submit a current curriculum vitae;
  3. submit a statement outlining the applicant's interest in the field of clinical immunology.

- b. Applicants for Trainee membership must:
  - 1. submit a CIS membership application;
  - 2. submit a signed attestation statement indicating the nature of the applicant's training program, post-doctoral fellowship or residency program and the estimated year of completion.
  - 3. submit a statement outlining the applicant's interest in the field of clinical immunology.
  
- c. Applicants for Emeritus membership must:
  - 1. submit a letter requesting emeritus status;
  - 2. have been a Regular member in good standing for five years or more, and be at least 65 years of age, unless waived by the Council

As a condition of membership, each member of the Society shall be required to maintain a current electronic mail address which such members shall check with regularity, such electronic mail address to be communicated by such member to the Society at the time of application. Members shall promptly communicate to the Society any changes of address, telephone number and electronic email address during such member's term of membership in order that the Society's membership records can be kept current with respect to such information.

- 2.6 **Voting Rights.** Regular members in good standing shall be entitled to vote on all matters to be voted on by members of the Society. Any matter to be decided by a vote of the members shall be decided by majority vote of members present in person or by proxy at a meeting of members. Associate and Trainee members shall not have voting rights.
  
- 2.7 **Membership Dues.** The dues for Regular, Associate, Trainee and Emeritus members payable to the Society shall be in such amount as determined by majority vote of the Council. Such dues will include an online subscription to the Journal unless otherwise indicated. Annual dues are payable no later than the end of December preceding the beginning of the fiscal year.
  
- 2.9 **Termination of Membership.** Membership in any class shall cease upon (a) death; (b) written notice from a member of termination of his, her or its membership; (c) failure to fulfill requirements of membership imposed by the Bylaws or otherwise by the Council of the Society, including failure to pay member dues for two (2) successive years; (d) ceasing to meet the eligibility requirements for such class of membership as set forth in the Bylaws or otherwise; (e) the involuntary revocation of a medical license if applicable; or (f) suspension or expulsion by the Council.
  
- 2.10 **Transfer of Membership.** Membership in the Society is not transferable or assignable by the member.
  
- 2.11 **Annual Business Meeting.** The regular Annual Business Meeting of the Society shall be held at such time and place as the Council shall determine. Regular meetings shall be open to all members of the Society. Any number of voting members present at the Annual Business Meeting shall constitute a quorum.
  
- 2.12 **Special Meetings.** Special meetings of the members of the Society may be called at any time and place by the President, or, in the case of the absence or disability of the President, by the President-Elect. It must be called at the request of the majority of the Council or ten percent of the members of the Society. A notice specifying the

purpose of such meetings shall be mailed by the central office to each member at least ten days prior to the meeting. Six percent of the total voting membership shall constitute a quorum of the Society for special meetings.

**2.13 Action by Members without a Meeting.**

**a. Action by Written Ballot.** Any action that may be taken at a meeting of the members may be taken if the Society delivers a written ballot to every member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast by ballot 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 the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following:

1. the number of responses required to meet the quorum requirements;
2. the percentage of approvals necessary to approve each matter other than the election of directors; and
3. the time by which a ballot must be received by the Society in order to be counted.

A written ballot may not be revoked.

**b. Action by Written Consent.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less fifty percent (50%) of the members entitled to vote with respect to the subject matter thereof; provided, however, that if the vote of a greater proportion of such members is required under applicable law for such action, the vote of such greater proportion shall be required hereunder.

Any written ballot or resolution pursuant to this subsection shall be transmitted by U.S. Mail or electronic means (e.g., e-mail) to all members entitled to vote thereon and such members shall be able to vote with respect to such ballot or resolution in writing or by transmitting such vote back to the sender by electronic means. In the event of any ballot or resolution sent by electronic means, the sender shall request a return receipt from each recipient and shall maintain a copy of such return receipt. If the sender does not receive such return receipt within a reasonable period of time, the sender shall re-send the message transmitting such resolution or use other means to ensure delivery of such resolution, which shall be considered conclusive evidence of the receipt of such ballot or resolution by such member. After the vote on such ballot or resolution is tabulated, all members of the Society entitled to vote thereon, including those members who did not vote thereon, shall be notified of the results of such vote. Records or any action taken by written or electronic consent as described in this subsection shall be made a part of the Society's corporate record book.

**2.14 Quorum.** Any number of voting members present at the Annual Business Meeting shall constitute a quorum.

**2.15 Disciplinary Process.** The Council may establish from time to time such rules or policies with respect to the ethical conduct of its members, including without limitation, procedures and policies for the discipline of its

members in the event of a breach of any such rules or policies.

**Article III.**  
***Members of the Council***

**3.1 Number.** The Society shall be governed by a Council which shall consist of an Executive Committee and Councilors. The Executive Committee of the Council shall include four officers: President-Elect, President, Immediate Past President, and Secretary-Treasurer. The Editor of the *Journal of Clinical Immunology*, the official journal of the Clinical Immunology Society serves in a non-voting capacity. Three Councilors shall be elected by the membership for a term of three years. One of these Councilors shall be elected each year. Up to two additional Councilors may be appointed by the Council for terms not to exceed two years.

**3.2 Duties.** It shall be the duties of the Councilors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Society, or by these Bylaws. The officers shall have the duties usually associated with their offices.

**3.3 Terms of Office.** One Councilor shall be elected each year by the membership to serve for a term of three years. The term of office for Officers and Councilors shall begin following the Annual Meeting after the election and end at the conclusion of the next Annual Meeting in which their term expires. The President-Elect is elected biennially, serves a two-year term and ascends to the position of President. Only those individuals who have previously served on the Council are eligible to run for the office of President-Elect. The President serves a two-year term. The Immediate Past President serves a two-year term. The President-Elect shall become President either upon resignation of the President or upon completion of the President's term in office. The Secretary-Treasurer shall be elected for four years and may serve successive terms as requested and approved by the Council.

**3.4 Election.** Election shall be by secret ballot of the voting membership. The date of the election shall be set by the Councilors. The election shall be held 45-90 days prior to the Annual Business Meeting. All ballots must be in the hands of the central office on the day of the election. A plurality of votes shall be sufficient for election.

**3.5 Vacancies.** The President-Elect shall substitute for the President when necessary. If both the President and President-Elect are unable to serve, the senior Councilor shall temporarily assume the duties of the President. Should a vacancy occur in the office of the Secretary/Treasurer or Councilor, the Council by a majority vote shall appoint a member to fill the unexpired term until the following election. In the event of a vacancy on the Council, the members shall in the annual election choose two Councilors from among the nominees whose names shall be selected by the Nominating Committee and included on the ballot as above. In this event, the terms of the Councilors shall be adjusted so as to provide an orderly progression within the general sense of the Bylaws.

**ARTICLE IV.**  
***Committees***

**4.1 Membership Committee.** The purpose of this committee shall be to review membership applications for appropriate qualifications and to present, subject to Council approval, a list of proposed members to the membership at the Annual Meeting. The Membership Committee shall consist of at least four members, in addition to the Chair. The Membership Committee will appoint, with input from the President and Council, committee members, each of who shall serve a term of three years, one being appointed each year. The Membership Committee Chair shall be appointed by the President every three years.

**4.2 Nominating Committee.** The purpose of this committee shall be to select a slate of candidates for the elected positions in the Council, and to present this slate to the Council. This Committee shall consist of three or more members appointed by the President. Each member shall serve three years, one being appointed each year. The Past President shall serve as the Chair. Committee members may not be from the same institution. The Nominating Committee, having ascertained that each nominee is willing to serve, if elected, shall transmit a list of two nominees for each position available to the Council at least 60 days before the election. The central office shall send to each voting member of the Society via the Society's website, at least 45-90 days before the election, a ballot containing the list of all such nominees.

**4.3 Other Committees, Interest Sections and Representatives.** The President may appoint, subject to Council approval, such standing or special committees or interest sections or representatives as it may be deemed necessary, with such membership, duration, functions and authority as may be delegated to it.

**4.4 Committee Procedures.** Except as otherwise provided in these Bylaws, a majority of a committee shall constitute a quorum thereof. The acts of the majority of those present at a meeting, at which a quorum is present, shall be the acts of the committee. Each committee shall present reports at such times as the Council may require.

## **ARTICLE V.**

### ***Meeting and Quorum***

**5.1 Annual Business Meeting.** The regular Annual Business Meeting of the Society shall be held at such time and place as the Council shall determine. Regular meetings shall be open to all members of the Society.

**5.2 Council Meetings.** The Council shall meet in-person at least once a year. The Council shall also meet via conference call at least twice per year.

**5.3 Special Meetings.** Special meetings of the members of the Society may be called at any time and place by the President, or, in the case of the absence or disability of the President, by the President-Elect. It must be called at the request of the majority of the Council or ten percent of the members of the Society. A notice specifying the purpose of such meetings shall be mailed by the central office to each member at least ten days prior to the meeting.

**5.4 Quorum.** For a meeting of the Council, a quorum shall consist of a majority of the Councilors. Any number of voting members present at the Annual Business Meeting shall constitute a quorum. Six percent of the total voting membership shall constitute a quorum of the Society for special meetings.

## **ARTICLE VI.**

### ***Financial***

**6.1 Fiscal Year.** The fiscal year shall be from January 1 through December 31.

**6.2 Membership Fees.** Annual dues are payable no later than the end of December preceding the beginning of the fiscal year. Dues for regular, associate, trainee and emeritus members shall be established by majority vote of the Council and changes made periodically as may be necessary.



**6.3 Budget.** An annual budget shall be prepared by the Secretary/Treasurer and presented to the Executive Committee for discussions, then approved by the Council prior to the beginning of the fiscal year. The Secretary/Treasurer shall arrange to have the funds of the Society audited on an annual basis. The Secretary/Treasurer shall prepare a financial report based on the audit which shall be available at the Annual Business Meeting of the membership.

**6.4 Divestiture.** It is intended that the existence of the Society shall be perpetual. However, should the Society be terminated for any reason, the residual funds of the Society shall be assigned to one or more not-for-profit organizations engaged in scientific activities similar to those of the Society, as determined by the sitting Council.

## **ARTICLE VII.**

### ***Publications***

The Clinical Immunology Society is empowered to publish journals, proceedings, manuals, newsletters or other publications, or to enter into agreements with others to publish, as may be authorized by a majority of the Council.

## **ARTICLE VIII.**

### ***Bylaws***

## **AMENDMENTS**

These Bylaws may be altered, amended, or repealed only by resolution passed by the majority of the Council, which resolution shall then be read to the next succeeding Annual Meeting of Members. Ratification shall require an affirmative vote of not less than two-thirds of the members present. Alternatively, the Bylaws resolution may be delivered by postal or electronic mail to the members within sixty (60) days of the resolution and ratification achieved by an affirmative mail vote of not less than two-thirds of members responding.

## **ARTICLE IX.**

### ***Indemnification***

**9.1 Definition.** As used in this Article IX any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time, [the 'Indemnification Section'], shall have the same meaning as provided in the Indemnification Section.

**9.2 Indemnification of Councilors and Officers.** The Society shall indemnify and advance expenses to a Councilor or Officer of the Society in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**9.3 Indemnification of Employees and Agents.** With respect to an employee or agent, other than a Councilor or Officer, of the Society, the Society may, as determined by the Council of the Society indemnify and advance expenses to such employee or agent in connection with a proceeding to the fullest extent permitted and in accordance with the Indemnification Section.

**ARTICLE IX.**  
***Related Organizations***

The Clinical Immunology Society is empowered to enter into collaborative arrangements with other societies to promote the Society and the field of immunology or to provide additional benefits to Society members, e.g. holding a joint meeting, having Society membership in a Federation, having reciprocal membership opportunities.