

**AMENDED AND RESTATED BYLAWS
OF THE
INTERNATIONAL SOCIETY FOR COMPANION ANIMAL INFECTIOUS DISEASES**
(An Illinois Not For Profit Society)

Effective May 17, 2023

**ARTICLE I
CORPORATE PURPOSE**

Section 1.1 Name. The corporation shall be known as the International Society for Companion Animal Infectious Diseases (the “ISCAID” or the “Society”).

Section 1.2 Objectives. The primary objectives of the Society shall be as set forth in its Articles of Incorporation as they may be amended from time to time.

Section 1.3 Purposes. The Society is organized and operated exclusively as a professional organization and other similar purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code (the “Code”). The Society may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws, the Code, and the Illinois General Not For Profit Corporations Act, as amended (the “Act”).

**ARTICLE II
OFFICES**

Section 2.1 Business Offices. The principal office of the Society shall be at such location as the Board of Directors shall determine. The Society may have such other offices, either within or without the State of Illinois, as its Board of Directors (“Board”) may determine from time to time.

Section 2.2 Registered Office. The Society shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Society in the State of Illinois. The registered agent and the address of the registered office may be changed from time to time by the Board.

**ARTICLE III
MEMBERS**

Section 3.1 Classes of Membership. There shall be two (2) classes of voting members (“Voting Members” or “Voting Memberships”) and such classes of non-voting members (“Non-Voting Members,” “Non-Voting Memberships”) as may be determined by the Board from time to time. Members in good standing are those members who have paid their membership dues by the payment deadline.

Section 3.2 Voting Members. Voting Members, who may also be referred to as “Full Members,” are members in good standing who must meet at least one of the following requirements: (i) a professional medical degree (e.g. DVM, BVSc, MD, DDS, or degrees considered equivalent by the Board); (ii) a Ph.D., M.S., MPH degree in one of the biological sciences with research interest in companion animal infectious diseases; or (iii) recognition by the Board as an active scientific contributor to companion animal infectious diseases (e.g. RVT, BS).

Section 3.3 Non-Voting Members. The Board, in its discretion, may approve such classes of Non-Voting Members as it may determine from time to time, including but not limited to the following classes:

(a) Honorary Members. The Society may confer Honorary Membership status on persons who have made exceptional contributions to companion animal infectious diseases research, but who do not otherwise qualify for Full Member status. Honorary Members shall have all the rights and privileges of Full Members, except that they shall not have the right to vote, hold office, serve as a mentor, or attend business meetings of the Society. The Board may require such documentation as it determines to review a person’s status for Honorary Member. A person’s nomination as an Honorary Member shall be approved by the majority vote of the entire Board.

(b) Training Members. Training Members are members in good standing who must meet at least one of the following requirements: (i) students in a veterinary school; (ii) students enrolled in a medical, dental professional, or public health school; (iii) students actively pursuing the M.S. or Ph.D. degree in one of the biological sciences; or (iv) interns or residents in a veterinary clinical specialty field. Training Members are not eligible to vote or hold office in the Society.

Section 3.4 Member Meetings. No annual meeting of the Members of the Society is required. A regular meeting of the Members (“Member Meeting”) shall take place no less than biennially at such other time, place and location as determined by the Board. Special meetings of the Members may be called by the President of the Board, the Board, or by at least 10% of the Full Membership.

Section 3.5 Telecommunication/Video Meetings. Members may participate in a regular or special meeting of the Members by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.6 Notice. Notice of each meeting of the Members stating the date, time and place of the meeting and, if a special meeting, a description of the purposes of such meeting, shall be given to each Member at such Member’s designated address by telephone, electronic mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Member) not less ten (10) nor more than sixty (60) days prior to such meeting. A Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 3.7 Voting. Each Voting Member in good standing shall be entitled to one (1) vote in the affairs of the Society as set forth in Section 3.8 below. Except in the case of any matter

specifically set forth in the Bylaws or Articles of Incorporation, a vote of fifty-one percent (51%) of the Voting Members present at a meeting at which a quorum is present shall be needed to pass any issue brought before the Membership. Twenty percent (20%) of the Voting Members of the Society present at any meeting shall constitute a quorum.

Section 3.8 Voting Rights of Members. Voting Members shall have the right to elect the President-Elect, Secretary, and Treasurer of the Society as provided in Section 4.5, and such other officers and directors as set forth in these bylaws. By at least a majority vote of the Voting Members present at a meeting at which a quorum is present, Members shall also approve: (a) the amendment of these Bylaws as provided in Article IX; (b) the removal of Directors of the Society as provided in Section 4.6 hereunder; (c) the merger or consolidation of the Society with or in to another organization; (d) the sale of substantially all of the Society's assets; or (e) the dissolution of the Society. The Board may submit such other matters to the vote of the Voting Members as it determines in its sole discretion.

Section 3.9 Membership Voting by Written Ballot. Any action that may be taken at any meeting of the Voting Members may be taken by secret written ballot either at a meeting or without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. The ballot shall: set forth each proposed action; provide an opportunity to vote for or against the proposed action; indicate the number of responses necessary to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; specify the time by which the ballot must be received by the corporation in order to be counted; and be accompanied by written information sufficient to permit each person voting to reach an informed decision.

Members shall return their written ballots as directed by the Society. Written ballots may not be revoked. Written ballots may be deleted ten (10) days following the meeting unless the results are challenged.

Section 3.10 Duration of Membership. Membership in the Society may be terminated by voluntary withdrawal. Membership may also be suspended or terminated pursuant to the procedures outlined in these Bylaws, including failure to pay the applicable membership dues. All rights, privileges and interests of a Member shall cease upon termination of membership.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Section 4.1 General Powers. The affairs of the Society shall be managed by its Board of Directors ("Board"). The Board shall have all powers of a Board of Directors as set forth in the Act and these Bylaws. Additionally, the Board shall make an annual report about the activities and

finances of the Society, and such interim reports as are necessary and advisable, to be posted on the Society's website for its Members, and hold such forums and Member meetings as deemed necessary and advisable.

Section 4.2 Number/Succession. The Board shall consist of the President, President-Elect, Secretary, Treasurer (which may also be one office of Secretary/Treasurer), and Immediate Past President of the Society (collectively, "Elected Officers"); and such other officers as determined by the Board in its sole discretion ("Appointed Officers"). There may also be up to two (2) at-large directors ("At Large Directors"). The President shall become the Immediate Past President at the end of the President's term. The President-Elect shall become the President at the end of the President-Elect's term or if the President leaves office for any other reason. Directors shall have equal voting privileges to consist of one vote each. Directors need not be residents of the State of Illinois.

Section 4.3 Eligibility. Eligibility to be elected as President-Elect and Secretary/Treasurer includes being a Voting Member of the Society in good standing for at least three (3) consecutive years prior to running for office and having such other qualifications as determined by the Board from time to time.

Section 4.4 Term. The terms for Elected Officers shall be for two (2) years each, for a total of a six (6) year commitment to the Board, excluding the Treasurer who shall not be subject to any term limits. Terms for the At Large Directors shall be for two (2) years each and may be renewed for one additional, consecutive term.

Section 4.5 Elections/Vacancies. Voting Members shall elect the President-Elect, Secretary/Treasurer, and At Large Directors from the slate of candidates recommended by the Board. Nominations for such positions may be made by a Voting Member to the Board. The Board will determine the process for the calling of nominations and the opening and closing of nominations. Whenever a vacancy occurs in an Elected Office prior to the end of the term, either by resignation, removal, death, incapacity, or otherwise, the Board shall have the authority to either hold a special election for the Voting Members to fill such vacancy or to appoint a temporary replacement, to serve until the next election. In the case of any vacancy in any office of the President that occurs prior to the end of a term, the President-Elect shall succeed the President. Partial terms shall not be counted towards the Terms set forth in Section 4.4.

Section 4.6 Removal of Officers/Directors. Any Director may be removed, with or without cause, by the Members pursuant to Section 3.8.

Section 4.7 President. The President shall be the principal Officer of the Society and shall in general supervise and control all of the business and affairs of the Society. The President shall preside at all meetings of the members of the Board and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Society; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall have not vote on the Board except in the cases of a tie vote. The President shall be an *ex-officio* voting member of all committees.

Section 4.8 President-Elect. The President-Elect, and in the absence of the President or in the event of the inability or refusal to act of the President, the President-Elect may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.9 Immediate Past President. In the absence of the President, the Immediate Past President may perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or by the Board. The Immediate past president shall provide support to the president and president elect and shall propose nominations for the chair of Society committees.

Section 4.10 Secretary. The Secretary may also be the Treasurer. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.11 Treasurer. The Treasurer may also be the Secretary. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.12 Appointed Officers. Appointed Officers shall be non-voting members of the Board and shall recruit speakers for symposium; create topic specific content for the Society's website/communications; be liaisons to appropriate committees; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.13 Compensation. Officers and Directors shall not receive compensation for their services as such.

Section 4.14 Board Meetings. Regular meetings of the Board shall be held upon notice at least twice every year. The Board may provide by resolution the time for the holding of additional regular meetings of the Board with notice to be given as set forth herein. Special meetings of the Board may be called by or at the request of the President or any Board officer. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section 4.15 Notice of Meeting. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). A

Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 4.16 Quorum and Voting. Excluding the President, all of the Directors serving the Society at the time notice of a meeting of the Board is given shall constitute a quorum for the transaction of business at such meeting of the Board; but if less than all of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. Excluding the President (who may only vote in the case of a tie vote), the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number of votes are required by the Act or these Bylaws.

Section 4.17 Voting by Proxy. No Director or Officer may vote or act by proxy at any meeting of the Board.

Section 4.18 Board Action Without Meeting. Any action of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail or by facsimile, e-mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or Officer; (ii) the Director's or Officer's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Society is not effective until received.

Section 4.19 Deemed Assent. A Director, Officer, or committee member who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such person objects as required under the Act. Such right of dissension or abstention is not available to a Director, Officer, or committee member who votes in favor of the action taken.

Section 4.20 Telecommunication/Video Meetings. Directors, Officers, or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Director, Officer, or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.21 Compensation. Directors, Officers, and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors, Officers, and committee members of attendance at meetings may be paid or reimbursed by the Society.

ARTICLE V COMMITTEES

Section 5.1 Committees of Directors. The Board may designate and appoint one or more standing, *ad hoc*, or advisory committees of the Board which shall have and exercise the authority of the Board as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of any such committee or any Director or Officer of the Society; or amend, alter or repeal any resolution of the Board. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board, or any individual Director or Officer, of any responsibility imposed upon such person by law.

Section 5.2 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions. Advisors to the Board may attend Board meetings as determined in the discretion of the Board.

Section 5.3 Composition/Term of Office. Unless otherwise set forth in this Article V or as otherwise determined by the Board of Directors by resolution, each committee shall be composed of a minimum of two (2) members appointed by the Board for a term of at least one (1) year. The President shall be an *ex officio* member of each committee. Each member of a committee shall continue as such until the end of the committee member's term and/or until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section 5.4 Chair/Co-Chairs. One member of each committee shall be appointed chair of such committee by the President. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting. Committees may also appoint a co-chair if so desired.

Section 5.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments, subject to the approval of the Board of Directors.

Section 5.6 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.7 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

ARTICLE VI

SUSPENSION, TERMINATION, AND REINSTATEMENT OF MEMBER STATUS

Section 6.1 Suspension and Termination of Member Status. A person may be censured, or a person's Member status may be suspended or terminated by the vote of the Board as follows:

- (a) Failure to pay the required dues for membership in the Society;
- (b) Unethical behavior as defined by the Principles of Veterinary Medical Ethics of the AVMA; or
- (c) Acting in a manner detrimental to the objectives or interests of the Society.

Except for in the cases of non-payment of dues, no person's Full Member status may be suspended or terminated except as follows. The Full Member shall be given not less than fifteen (15) days' prior written notice of the suspension or termination and the reasons, therefore. The Full Member shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board. The Society shall adopt additional processes and procedures for suspending or terminating a person's Full Member status with the Society. Any terminated or suspended member remains liable to the Society for fees or assessments incurred or commitments made prior to termination or suspension.

Section 6.2 Reinstatement. Individuals who have been suspended or terminated as a Members of the Society may apply for reinstatement. The requirements for reinstatement may be determined from time to time by the Board. Reinstatement is not guaranteed; applications will be assessed on a case by case basis by the Board. The Board has complete authority to decline reinstatement.

ARTICLE VII

FEES AND FISCAL MATTERS

Section 7.1 Membership Fees. Membership fees shall be defined from time to time by the Board. Membership fees may vary between categories and classes of membership. The Board shall establish the timing and method of fees notification and collection. Fees shall be payable in advance on such dates as specified by the Board.

Section 7.2 Payment Delinquency. A member shall be considered delinquent if fees are not paid within 180 days after the due date of such fees. A delinquent member shall automatically forfeit status as a member in good standing. A Member who is not in good standing for nonpayment of fees may be reinstated as a Member in good standing upon payment of the entire indebtedness and upon meeting any other requirements for membership.

Section 7.3 Waiver of Annual Fees. Members experiencing significant and substantial financial hardship may apply to the Board for a partial or total waiver of annual fees, which may be approved in the sole discretion of the Board. If the Board awards a fees waiver, such member shall remain a Member in good standing during such time as the waiver is in place.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Indemnification. Every Director, Officer, and employee of the Society shall be indemnified by the Society against all expenses and liabilities, including legal counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or Employee of the Society, or any settlement thereof, whether the person is a Director, Officer, or Employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or Employee may be entitled.

Section 8.2 Insurance. The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or agent of the corporation or of another corporation, partnership, joint venture, trust, or other enterprise for which he or she served as such at the request of the Association against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of that status, whether or not the Society would have the power to indemnify that person against such liability under the provisions herein.

Section 8.3 Limitation. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify any person or purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX AMENDMENTS

The Board may amend these Bylaws at any time to add, change, or delete a provision; provided, however, that the Voting Members shall have the right to approve any such addition, change or deletion that impact the rights or obligations of the Voting Member and that Bylaws may only be amended in a manner which would not disqualify the Society under § 501(c)(3) of the Code.

ARTICLE X MISCELLANEOUS

Section 10.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Illinois.

Section 10.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section 10.3 Roberts Rules of Order. The current edition of *Robert's Rules of Order* shall govern the Society in all cases to which it is applicable and in which it is not inconsistent with these Bylaws, the Act, or any special rules of order the Board of Directors may adopt.

SECRETARY'S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of International Society for Companion Animal Infectious Diseases, an Illinois nonprofit corporation (the "Society"), do hereby certify that the Bylaws of the Society were duly adopted by the Voting Members as of the 17th day of April, 2023.

A true, correct, and complete copy of the Bylaws of the Society as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this 1st day of May, 2023.

By: _____

Name: Jane E. Sykes

Title: Secretary