

**BYLAWS
OF
SURGICAL INFECTION SOCIETY, INC.**

**ARTICLE I
NAME**

The name of this non-profit corporation is Surgical Infection Society, Inc. It is hereinafter referred to in these Bylaws as the Corporation.

**ARTICLE II
MEMBERS**

1. Classes. The Corporation shall have one class of members (the “Members”). Membership will be open to individuals and organizations with a major interest in surgical infections.

The Council/Board of Directors (the “Board”) may revise the membership class(es) or establish other such classes and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees and dues, and establishing the manner of suspension, termination, or reinstatement of membership.

2. Voting Rights. Members of the Corporation shall only have the right to vote on the election of the members of the Board of Directors and such other matters as submitted to them by the Board of Directors.

3. Other Rights and Privileges. All Members shall enjoy such rights and privileges not inconsistent with these Bylaws as the Board of Directors may from time to time confer.

4. Applications. Any individual or business desiring to become a Member of the Corporation shall apply to do so, on forms to be approved and supplied by the Board of Directors for that purpose. An individual or business may only become a Member upon invitation and election by the Board of Directors. Applications must be accompanied by the dues required for the first year of membership, as established by the Board of Directors under the authority of Section 6 of this Article.

5. Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues required to be paid by members. No individual or business shall be permitted to become or remain a member of the Corporation without paying the required dues. Members whose dues are more than sixty (60) days in arrears shall be suspended pending payment. Members whose dues are not paid before the end of the year for which they were due shall be terminated as members. Members that have been suspended or terminated may not vote or serve on the Board or any committee.

6. Meetings.

(a) Annual meeting. There shall be an annual meeting of the Membership of the Corporation, to be held at a time and place to be determined by Members, for the election of directors and the conduct of such business as may properly come before the meeting.

(b) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or a majority of the Members, at the time and place stated in the call. If no place is stated, the meeting shall be held at the Corporation's principal office.

(c) Notice. The Treasurer/Secretary (or other person or persons calling the meeting) of the Corporation shall notify all Members of the Corporation of the annual meeting and any special meetings in person or by mail, sent to each Member at his address in the records of the Corporation not more than sixty (60) days nor less than ten (10) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(d) Form of Meeting. An annual or regular meeting of Members may be held in person or by means of the Internet or other electronic communications technology provided members attending the meeting have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. At such meeting, the Members may also vote on matters submitted to the Members, pose questions, and make comments.

7. Quorum. The presence in person or by proxy of ten (10) percent of the Members shall constitute a quorum for all meetings of members and, in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present. Proxies may be used to establish a quorum.

8. Termination of Membership.

(a) General rule. Membership in the Corporation shall terminate upon the resignation of a member, upon its termination for failure to pay dues, or upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Corporation.

(b) Expulsion. No Member shall be expelled, except upon written recommendation by an officer or director of the Corporation after a hearing at which the Member whose expulsion is being recommended was given an opportunity to be heard in its own defense. Expulsion shall be upon a two-thirds vote of the Board of Directors of the Corporation present and voting at a duly constituted meeting held not less than thirty (30) days after the mailing of the recommendation of the officer or director at which the Member whose expulsion shall receive an opportunity to be heard in its own defense.

(c) Forfeiture. Upon resignation or expulsion from the Corporation, any and all rights and privileges of membership, and any interest in the property or other assets of the Corporation, shall be forfeited.

(d) Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve the former member from liability for any unpaid dues or other duly assessed fees or charges. To reapply for membership, all back dues must be paid in full before membership may be approved, except as determined by the Board of Directors.

ARTICLE III **BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be seven (7), or such other number as determined from time to time by the Directors, so long as that number is not less than three (3). This includes the Officers.

3. Election. Directors shall be elected by a majority vote of the Members who submit a ballot electronically in advance of the Annual Meeting of the Members.

4. Terms. Directors shall serve a two (2) year term or until their successors are appointed. Directors may succeed themselves in office.

5. Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

6. Removal. The vote of a majority of the number of the Members established by these Bylaws shall be required to suspend or remove a Director.

7. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by vote of the Members.

8. Meetings.

(a) The Board of Directors shall provide by resolution the time and place, whether within or without the State of Delaware, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of Delaware, as the place for holding any special meeting.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previous thereto by written notice delivered personally, electronic methods or

mail delivered to each director at his physical or electronic address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV **OFFICERS**

1. Officers. The officers of the Corporation shall be a President, President-Elect, Immediate Past President, Secretary/Treasurer and such other officers as may be elected or appointed by the Board.

2. Selection. The officers, with the exception of Immediate Past President, of the Corporation shall be elected or appointed annually at the annual meeting of the Board. If the election or appointment of these officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as convenient. Upon completion of his or her term, the President will serve as Immediate Past President. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The President shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted by these Bylaws.

6. President-Elect. The President-Elect shall serve as determined by the Board of Directors.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; 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. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, if required, compliance with statutory reporting requirements, tax returns, and tax payments. This role may be combined with the Secretary role.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation, if any; keep a register of the contact information of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. This role may be combined with the Treasurer role.

9. Immediate Past President. The most recent previous President shall assume the Immediate Past President Role and shall serve as determined by the Board of Directors.

10. Recorder. The term of the Recorder is three (3) years. The Recorder serves as the Chair of the Program Committee. The Recorder, as Program Committee Chair, works closely with other relevant Committee Chairs to develop the content and manage all activities associated with an Annual Meeting.

ARTICLE V COMMITTEES

1. Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees.

2. Term. Each member of a committee shall continue until replaced, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairperson. One member of each committee shall be appointed chairperson by the Board of Directors.

4. 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.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors 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. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6. Executive Committee. The Board of Directors may establish in its sole discretion an Executive Committee of the Board, to be made up of the President, Vice President, Immediate Past President, Treasurer/Secretary. The Executive Committee shall have such powers as provided to it by the Board of Directors.

7. Powers of Committees. The Board of Directors may delegate such powers to its committees as reasonably determined by the Board and as may be allowed by law. However, in no event shall any committee have the power to:

- (a) Authorize distributions;
- (b) Fill vacancies on the board of directors or on any of its committees; or
- (c) Adopt, amend, or repeal these Bylaws.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors or President may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these

Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the President may select.

4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE IX **INDEMNIFICATION**

Any present or former director, officer, employee, or agent of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, or agent, as may be allowed by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.