



**SB3C Foundation, Inc.**

Summer Biomechanics, Bioengineering, and Biotransport Conference

**Bylaws**

**ARTICLE I**

**NAME AND LOCATION OF CORPORATION**

The name of this organization is SB3C Foundation, Inc. (“SB3C”, “Foundation”, or “SB3C Foundation”). It is organized as a not-for-profit Maryland corporation, and under the requirements of, and subject to, the provisions of Section 501 (c)(3) of the Internal Revenue Code. SB3C’s principal location shall be where the Board of Directors of SB3C (“Board”) deems appropriate.

**ARTICLE II  
PURPOSES**

The purposes of SB3C are: (1) to promote the exchange of ideas for the development of the highest standards and operating efficiency among those with an interest in biomechanics, bioengineering and biotransport, drawn from the educational, scientific, academic, and industry communities (hereafter “BioSci”); (2) to conduct and support one or more annual conferences that showcase these developments and activities in BioSci; and (3) to foster the educational and scientific development of attendees at SB3C annual conferences; and (4) to enable SB3C to pursue any other lawful purposes advancing BioSci and the related interests, activities, and growth in BioSci, whatsoever, and to benefit the public.

**ARTICLE III  
MEMBERSHIP**

**Section 1. Membership Classes.** There shall be two (2) classes of membership in SB3C. Regular Members, and Trainee Members.

**Section 2. Regular Members.** Any individual: (1) employed by, or otherwise engaged in providing services at, a university, other institution for higher learning, research and/or engineering entity, hospital, or other firm, business, enterprise, government unit, or other organization in BioSci-related departments or programs; (2) who registers for an SB3C annual conference; and (3) who completes and submits the requisite application and fulfills the other requirements for membership set forth in Section 4 of this Article, below, qualifies as a “Regular Member” of SB3C. That membership will be effective for one year following the annual conference registered for, or until the next annual conference, whichever occurs first.

**Section 3. Trainee Members.** Any individual: involved full-time in BioSci-related programs at a university, or at any other recognized educational institution of higher learning, or who is enrolled at least half-time in a BioSci-related program provided that such enrollee’s primary concentration is education in a BioSci-related program, such as a combination of class work and internship, and continues for so long as such enrollee remains in that status; and (2) who registers for an SB3C annual conference; and (3) who completes and submits the requisite application and fulfills the other requirements set forth in Section 4 of this Article, below, qualifies as a “Trainee Member” (or “Trainee”) of SB3C. Trainees include students and post-doctoral

follows.

**Section 4. Application for Admission to Membership.** All applicants for membership shall complete and submit a form of application approved by the Board and submitted to SB3C's Executive Director. Such applications shall include an agreement by the applicant to abide by SB3C's bylaws, and to pay, in a timely manner, all Board-determined applicable initiation fees, dues and assessments. When an annual conference organized by SB3C Foundation or participating jointly is held, the meeting registration will serve as the membership application and cover the dues. Membership shall be granted if the applicant is found to be qualified for membership by a majority vote of Board members present and voting in a meeting for which proper notice has been provided, and at which meeting a quorum is present, and per the procedures as set forth in Article IV, Meetings of Members, below.

**Section 5. Removal (Termination) of a Member.** Members of any membership class may be removed from membership in SB3C by the Board "for cause" by two-thirds (2/3) vote of all members of the Board present and voting in a meeting for which proper notice has been provided, and at which meeting a quorum is present, and as set forth in Article IV, below. For any cause other than non-payment of dues, removal may occur, with fulfillment of the requirements noted above, after the Member in question has been provided with reasonable written notice of the reasons for termination of membership and afforded a reasonable opportunity to defend him/herself by submission of a written appeal to, and hearing before, the Board.

**Section 6. Reinstatement.** A former Member may be reinstated by the Board by a majority vote of the Board members present and voting in a meeting with proper notice provided, and where a quorum is present, as noted above and set forth in Article IV, below, after presenting proof of qualifications including payment of all applicable arrearage and current dues and other charges as applicable.

**Section 7. Resignation.** Any Member may resign by providing written notice of such to SB3C's Executive Director; but this action shall not relieve the Member so resigning of the obligation to pay any dues, or other charges theretofore assessed.

## **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1. Definition of Meeting.** SB3C's definition of a meeting is a pre-scheduled event to provide a formal opportunity for Members to exchange information in a physical or electronic form. A meeting shall have an agenda and minutes shall be taken, approved and disseminated.

**Section 2. Annual Meeting.** SB3C shall hold an Annual Meeting in conjunction with the Annual Conference or at such time and place otherwise as determined by the Board.

**Section 3. Special Meetings.** Special Meetings are defined as single (or otherwise expressly designated) topic meetings that are time-or subject-critical in nature. Special Meetings of SB3C may be called by the Board at the request of the President. Notice of such Special Meetings shall be given in writing not less than seven (7) days prior thereto.

**Section 4. Notice of Meetings.** Written notice of the Annual Meeting of SB3C shall be communicated to the last known physical or email address of each Member not less than ten (10) days before the date of the meeting. Notice of any other form of meeting shall be given not less than seven (7) days before the date of the meeting.

**Section 5. Voting.** At all meetings of SB3C, each Regular Member and Trainee Member shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, or permitted by SB3C’s adopted parliamentary authority, a majority vote of those voting Members present and voting shall govern.

**Section 6. Quorum.** At any Annual or Special Meeting of the Members, a quorum shall consist of a simple majority of the voting Members.

**Section 7. Rules of Order.** The meetings and proceedings of SB3C, including the meetings of the Board described hereafter, shall be governed according to SB3C’s adopted parliamentary authority, i.e. the current edition of ROBERT’S RULES OF ORDER, or except as may be otherwise provided by these Bylaws.

## **ARTICLE V BOARD OF DIRECTORS (“BOARD”)**

**Section 1. Authority and Responsibility.** The governing body of SB3C shall be the Board of Directors (hereafter the “Board”). The Board establishes and implements the supervision, control and direction of the affairs of SB3C, including its committees, task forces and publications; determines its policies or changes therein; implements its purposes and supervises the disbursement of its funds. The Board may adopt rules and regulations for the conduct of its business as it deems beneficial, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to SB3C’s Standing Committees, Officers and others.

**Section 2. Composition.** The Board shall consist of the following Officers: President; President-Elect; Immediate Past President; Secretary; Treasurer; and one Ex Officio member. ~~Additionally, the Immediate Past SB3C Annual Conference Chair and the Immediate Past Chair of the Bioengineering Division of ASME are ex officio members of the Board for one year or until their successor are chosen, whichever occurs first.~~

**Section 3. Quorum of the Board.** At any meeting of the Board, a majority of its members shall constitute a quorum. If a quorum is not met, the President or presiding officer must adjourn the meeting until such time as a quorum can be met, for example in person or by a conference call, provided that there has been adequate notice of the re-scheduled meeting to be held.

**Section 4. Meetings.** The Annual Meeting of the Board will generally be conducted immediately following the adjournment of the Annual Meeting of Members, or in conjunction with the Annual Meeting of Members, as scheduling can be accomplished. Regular Meetings of the Board are generally scheduled at least two other times during the year, to be held more or less every four months. Special Meetings of the Board may be called by the President, or by any three (3) members of the Board, provided that for any such Special Meeting of the Board, proper written notice has been given, as set forth within the Bylaws.

**Section 5. Notice of Meetings.** Notice of each Annual Meeting of the Board shall be communicated in writing not less than ten (10) days prior to the date of the meeting. Notice of Regular and Special Meetings of the Board shall be communicated in writing to the last known mail or email address of the members, at least five (5) days before the meeting, unless oral notice has been provided at least five (5) days before the meeting, with a written confirmation emailed to each member notified orally, immediately thereafter. Each notice of a Special Meeting shall specify the purpose for which such a meeting is being held. Meetings of the Board may also be held upon Waiver of Notice by all members.

**Section 6. Place of Meeting.** The Annual Meeting of the Board shall be held at the site of the Annual Meeting of the Members, unless otherwise provided with timely notice by the President. Special Meetings shall be

held at such time and place as the President designates.

**Section 7. Vacancies and Removal.** Vacancies in elected positions of the Board that occur between Annual Meetings may be filled by the Board. Vacancies in appointed positions such as members of committees or task forces may be filled by the President, with the approval of the members. A member elected to fill a vacancy shall serve the unexpired term of the departing member. The Board may, with its own discretion, and by affirmative vote of two-thirds (2/3) of its members present and voting (i.e. all members), remove any member for cause.

**Section 8. Standing Committees Including Conference Organizing Committee (“COC”).** SB3C utilizes several standing committees established to lead or otherwise organize events and to report to the Board on various topics important to SB3C’s membership. One is the Conference Organizing Committee (“COC”) generally charged with coordinating programming, logistics and social events of an SB3C Annual Conference (“Conference”). The COC will ~~consist of a generally designate a Conference Chair, with the approval of the Board. The Conference Chair, in turn, will generally designate a Technical Program Chair, to be approved by the Board, who will be responsible for the technical content of the Conference. The remaining members of the COC will generally include, in addition to those listed above and additional members in charge of areas~~ such as Information, Local Arrangements, Publications, Exhibits, and the Student Paper Competition. The specific responsibilities for standing committees, and the duties of their respective chairs, are generally set forth in SB3C’s Standard Operating Policy (“SOP”), for the COC.

Conference Chair nominees are put forth by the nominating committee, which is nominally composed of the SB3C Foundation President, the current Conference Chair, and the Past Conference Chair. The nominating committee will present a slate of candidates, each of which will be approved or declined by vote and then ranked by the SB3C Foundation Board. The SB3C Foundation President will then be charged with approaching candidates in the rank order of the approved slate. The Conference Chair will select the Program Chair independently, and this individual will then be presented to the SB3C Foundation Board for approval. The Conference Chair and the Program Chair will put out an open call for volunteers for all other positions on the Conference Organizing Committee. If the Board decides that an annual meeting will not be held in the following year, the COC will not be formed for that year.

**Section 9. Nominating Committee.** The Nominating Committee is chaired presumptively by the Immediate Past President of the Foundation, and presumptively includes both the immediate past chair of the COC, and the current chair of the COC. If any of these board members are unable to participate in the Nominating Committee, other board members, with the exception of the President, can serve on the Nominating Committee with a two-thirds (2/3) vote from the Board. The activities of the Nominating Committee are intended to be carried out pursuant to the provisions of Article VI, below. With the exception of the ex officio member, who will be appointed by American Society of Mechanical Engineers (ASME) Bioengineering Division (BED), the Nominating Committee will seek nominations and self-nominations from the membership and produce a slate of candidates for the Board. All members of the Board shall receive the Nominating Committee’s slates in writing not less than thirty (30) days prior to the Annual Meeting of the Board.

## ARTICLE VI OFFICERS

**Section 1. Elected Officers.** The elected Officers of SB3C shall be the President; President-Elect; Immediate Past-President; Secretary; Treasurer; and one ex officio member. The ex officio member will be elected by the ASME-BED. The remaining Officers shall be recommended to the Board by the Nominating Committee, set forth in Article V, above, and which slate of proposed Officers for the next term be considered by, and

voted on, by the full membership at the at the SB3C Foundation Annual Meeting~~Annual Meeting of the Board~~. Officers are expected to serve until their successors have been duly elected and assume office. The President-Elect shall presumptively succeed to the Presidency.

**Section 2. Term of Office.** Term of Office. Each elected Officer shall take office on the first day of July, or immediately after the Annual Meeting of the Board, the date to be determined by the Board. The president, president-elect, ~~and~~ immediate past-president, and ex officio member are intended to serve a term of one (1) year or until their successor is duly elected. The secretary and treasurer are intended to serve a term of three (3) years or until their successor is duly elected.

**Section 3. Re-election.** No elected Officer, except the Secretary or Treasurer, having served substantially a full term, shall be eligible for re-election to the same office until at least one (1) year has elapsed.

**Section 4. Vacancies.** Vacancies in any elective office may be filled for the balance of the term thereof by the Board at any meeting of the Board. The Board, in its discretion and with a two-thirds (2/3) vote of the members, may remove any Officer for cause.

## ARTICLE VII DUTIES OF OFFICERS

**Section 1. President.** The President serves as Chairperson of the Board. The President also serves as member, with a right to vote, on all committees except the Nominating Committee. The President is authorized to create and make appointments to committees and task forces with the approval of the Board. At the Annual Meeting and at other times that the President deems proper, the President is expected to communicate to the Members ideas that, in the President's opinion, would promote the purposes and usefulness of SB3C. The President shall perform other duties incident to the office of President or as may be prescribed by the Board.

**Section 2. President-Elect.** The President-Elect is expected to succeed to the presidency. The President-Elect's duties shall be as designated to the President-Elect by the Board. The President-Elect shall perform the duties of the President in the event of the President's inability to serve.

**Section 3. Immediate Past-President.** As Chair of the Nominating Committee, this Board member will seek nominations from the membership for all open Board positions except the ex-officio member (which will be voted in by the ASME BED), to be presented to the Board and voted on by the membership at the SB3C Foundation Annual Meeting. In addition, tThe Immediate Past-President, ~~if available~~, shall be responsible for such duties as are individually assigned by the President with the approval of the Board, or directly by the Board. The Immediate Past-President shall perform the duties of the President in the event of the President's and President-Elect's inability to serve as President.

**Section 4. Secretary.** The Secretary shall supervise the Manager or Executive Director of SB3C in conducting the correspondence of SB3C and in keeping its records. The Secretary shall perform duties that the President or Board direct and perform any other duties that pertain to that office.

**Section 5. Treasurer.** The Treasurer shall supervise the Manager or Executive Director in keeping the accounts, supervising the funds, collecting all dues and assessments and in making such payments as shall be authorized by the Board. The Treasurer shall perform duties that the President or Board direct and shall perform other duties that pertain to that office.

Section 6. Ex Officio. The ex officio member will serve as a liaison between the SB3C Foundation and the ASME-BED to coordinate collaborative efforts.

## **ARTICLE VIII EXECUTIVE STAFF AND LEGAL COUNSEL**

**Section 1. Appointment of Staff.** The Board may employ a manager or Executive Director or retain a management firm including a Managing Director for SB3C. The terms and conditions of retention or employment shall be specified by the Board.

**Section 2. Authority and Responsibility of Staff.** The Manager, Executive Director or Management Firm is responsible for conducting SB3C's administrative functions and shall be responsible to the Board. Additional staff may be employed or retained, as directed or approved by the Board.

**Section 3. Legal Counsel.** The Board shall employ or retain qualified legal counsel to attend meetings such as the Annual and Special Meetings of the Members and meetings of the Board, and to perform other services that the Board deems necessary or otherwise appropriate, for the protection of SB3C and its Members.

## **ARTICLE IX DUES, FEES, ASSESSMENTS AND FINANCES**

**Section 1. Annual Dues.** The Board shall establish the annual dues of Members. The Board may, by a three-fourths (3/4) vote of all Board members present and voting at a meeting, approve changes of annual dues of Members. When an annual SB3C meeting is held, the meeting registration will cover the annual membership dues.

**Section 2. Fees, Assessments and Finances.** The Board may levy special fees, and assessments on a proportional basis or on an otherwise equitable basis for Members, by vote of three-fourths (3/4) of all Board members present and voting at a meeting, to ensure that the Foundation's finances are maintained in a proper way.

## **ARTICLE X PROPERTY, RIGHTS AND PRIVILEGES**

SB3C may be offered, by gift, property, or services for itself and for the benefit of BioSci. No offered gift shall be accepted, except only upon three-fourths (3/4) vote of all members of the Board present and voting; nor shall any offered gift be accepted which imposes conditions or financial, political or other burdens upon SB3C contrary to its purposes and contrary to its best interests. Upon expulsion of a Member, all rights of the Member in SB3C or in its property shall cease.

## **ARTICLE XI INDEMNIFICATION**

Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that that person is or was an Officer or employee of SB3C, may be indemnified by SB3C against the reasonable expenses including attorney's fees, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to

matters in which such Officer or employee is guilty of negligence or misconduct in the performance of his/her duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such Officer or employee may be entitled apart from SB3C's Bylaws.

## **ARTICLE XII AMENDMENTS**

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Members present and voting at any Annual Meeting or Special Meeting of Members of SB3C duly called and held, notice of such proposed changes and Meeting having been properly sent as set forth in these Bylaws, above.

## **ARTICLE XIII DISSOLUTION**

Upon dissolution, provision shall be made for payment of all bills and obligations, current and future, and a plan adopted for distribution of any excess funds. All funds remaining after payment of bills and obligations shall be dedicated exclusively to purposes enumerated in section 501(c)(3) of the Internal Revenue Code. The remaining Board shall endeavor to distribute remaining funds to organizations which are exempt from federal income taxation under section 501(c)(3) and which are engaged in activities related to those of SB3C, or to such other organizations organized and operating exclusively for charitable, religious, educational or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3). Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of SB3C is then located exclusively for such purposes, or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes, and to ensure that full compliance with Section 501(c)(3) is maintained throughout the process.

*The original bylaws were approved by the Board of Directors on January 1, 2016.*

*Edits:*

*March 1, 2018 board meeting: Article VI, Section 2 from Jan 1 to July 1.*

*December 9, 2022 board meeting: Article V, Section 8, paragraph 2.*

*June 12, 2024 open SB3C Foundation meeting: Article III, section 4; Article V, sections 2, 8, and 9; Article VI, sections 1, 2; Article VII, sections 3, 6; Article IX, sections 1*