

**BYLAWS**  
**OF**  
**THE NORTH AMERICAN HAIR RESEARCH SOCIETY**

ARTICLE I

Offices

SECTION 1. REGISTERED OFFICE. The Society shall continuously maintain in the State of Illinois a Registered Office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state. The name of the Society is currently the North American Hair Research Society.

SECTION 2. PRINCIPAL OFFICE. The Principal Office of the Society shall be in North America at the location of the Secretary-Treasurer of the Society.

ARTICLE II

Objective

The Society is a society organized not for profit, in accordance with the provisions of the Internal Revenue Code. The main objective of the Society is to establish an organization of basic and clinical scientists in order to promote and advance knowledge of hair biology, research and therapy.

ARTICLE III

Members

SECTION 1. CLASSES OF MEMBERS. The Society shall have four classes of members. The designation of each class and the qualifications of the members shall be as follows: Active Members, Trainee Members, Honorary Members, and Life Members.

SECTION 2. ELIGIBILITY, OBLIGATIONS AND RIGHTS.

- (a) Active Members: Physicians and scientists engaged in basic and/or clinical research related to hair are eligible for Active Membership. Active membership implies that the member will contribute scientifically to the activities of the Society. Active Members shall have the right to attend membership meetings, participate in discussions, to vote, to be a candidate for elective office, and to accept appointment to committees and councils. Active Members shall be obligated to pay all dues and assessments, and to observe all Bylaws and regulations imposed by the Society.
- (b) Trainee Members: Physicians and scientists in training posts, such as residents, fellows and post-doctoral fellows, who are engaged in basic and/or clinical research related to hair, are eligible for trainee membership. Trainee membership implies that the member can contribute scientifically to the activities of the Society. Trainee Members shall have the right to attend membership meetings and to participate in discussions. Trainee Members shall be obligated to observe all Bylaws and regulations imposed by the society. Trainee Members shall be obligated to pay dues or assessments for trainees and shall be required to pay registration fees and fees for social events.
- (c) Honorary Members: Physicians and scientists engaged in basic and/or clinical research related to hair are eligible for honorary membership. Honorary membership implies that the member can contribute scientifically to the activities of the Society. Honorary Members shall have the right to attend membership meetings, to participate in discussions and to accept appointment to committees and councils. Honorary Members shall be obligated to observe all Bylaws and regulations imposed by the Society. Honorary Members shall not be obligated to pay dues or assessments but shall be required to pay registration fees and fees for social events.
- (d) Life Members: Any person who has been a member of the Society for at least 10 years who now, by virtue of retirement or disability, is no longer actively employed, may apply to the Board of Directors for life membership. Life Members do not have the right to vote or to hold elective office, but may be appointed to committees and councils. Life Members shall be obligated to observe all Bylaws and regulations imposed by the Society. Life Members shall not be obligated to pay dues or assessments but shall be required to pay registration fees and fees for social events.

SECTION 3: APPLICATIONS OR NOMINATIONS.

- (a) For Active Membership: All applicants shall pay an application fee which may be applied to the first year's Membership. An applicant for Active Membership should submit his/her completed application form in writing along with application fee to the Secretary-Treasurer.
- (b) Trainee Membership: An applicant for Trainee Membership should submit a completed application in writing to the Secretary-Treasurer. After completion of training, the Trainee Member shall automatically qualify for Active Membership.
- (c) Honorary Membership: Honorary Membership is only available by invitation. Nominations for Honorary Membership may be submitted in writing by any member of the Society to the Secretary-Treasurer. No filing fee is required.
- (d) Life Membership: An eligible applicant should submit the request in writing to the Secretary-Treasurer. No filing fee is required.

SECTION 4: REVIEW AND EVALUATION. Applications shall be reviewed by the Board of Directors at least quarterly with special reference to the applicant's scientific experience and knowledge, original publications and, if needed, the opinions of unprejudiced third parties consulted by the Board of Directors.

SECTION 5: ELECTION OF MEMBERS. The Board of Directors will then consider the memberships of these individuals and those applicants who receive equal to or greater than 2/3 vote by the Board will be approved for membership. Those applicants who receive less than two-thirds vote by the Board of Directors will have their membership application either rejected or tabled for further discussion. Any rejected applicant may reapply for membership in the Society in the future.

At the Annual General Meeting following the review, the names of the applicants approved by the Board of Directors will be announced.

SECTION 6: VOTING RIGHTS. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 7: DUES AND ASSESSMENTS. Dues and assessments for Active Members and for Trainee Members shall be approved by the Board of Directors by majority vote. Membership is renewed annually by payment of dues assessments, which shall be paid in advance. Payments overdue by 90 days shall result in loss of voting rights, and payments overdue by 120 days shall result in loss of membership and necessitate an additional reapplication for membership.

SECTION 8: TERMINATION OF MEMBERSHIP. The Board of Directors may recommend termination of the status of any individual member whenever the Board of Directors determines that:

- (a) The individual no longer satisfies all current eligibility requirements for membership.
- (b) The individual has violated a Bylaw or an administrative regulation of the Society, which is applicable to the relationship of the member to the Society.
- (c) The individual has failed to pay, within 120 days of the due date therefore, any dues or assessment owed by the member.
- (d) The continuation of the membership would reflect adversely on the investigative, educational and professional reputation and standing of the Society.

Any such recommendation of termination shall require a majority vote of the Board of Directors. The individual member shall be notified in writing of the recommendation of termination, and shall have the right to appeal the termination to the Board of Directors, either in writing or at a termination hearing whose time/place will be determined within 90 days of notice by the Board. At this meeting, the Board shall consider any defense to the charge and shall determine by a two-thirds vote that the accused member be either exonerated, censured or expelled from the Society. If the recommendation of termination is ratified by the Board of Directors, the report and recommendations of the Board of Directors shall be mailed to the entire membership with notice of the next Annual General Meeting. Membership shall be suspended until time of general membership vote at the next Annual General Meeting. A two-thirds majority vote by secret ballot of those members present and voting at that meeting shall be required to terminate membership. The expelled member may appeal to the society at the next Annual General Meeting.

SECTION 9: RESIGNATION. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 10: REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 11: TRANSFER OF MEMBERSHIP: Membership in this society is not transferable or assignable.

SECTION 12: NO MEMBERSHIP CERTIFICATES: No membership certificates of the Society shall be required.

#### ARTICLE IV

##### Meetings of Members

SECTION 1. ANNUAL GENERAL MEETING. An Annual General Meeting of the members of the Society shall be held at a time and place designated by the Board of Directors in conjunction with the annual scientific meeting of the Society. The agenda should include the minutes of the last Annual General Meeting, and a report on the course of the affairs of the Society for the past year, a submission for approval of the balance sheet and the rendering of accounts, the announcement of new members of the Society, the announcement and/or the election of new Directors, and/or new Officers, and discussions of any other pertinent business. The convening notices for the Annual General Meeting and the proposed agenda shall be delivered by the Secretary-Treasurer at least 60 days prior to the meeting to all members of the Society. The resolutions of the Annual General Meeting shall be passed by a simple majority of the valid votes cast. The minutes of the proceedings of the Annual General Meeting shall be recorded by the Secretary-Treasurer, and approved by the President, and the minutes shall be submitted for approval at the next Annual General Meeting.

SECTION 2. ANNUAL SCIENTIFIC MEETING. The Board of Directors shall be the final authority regarding the structure, organization, and administration of the annual, and any interim, scientific meetings that may take place. Unless otherwise ordered by the Board, the Society shall hold at least one annual scientific meeting, to be held in conjunction with the annual meeting of the Society for Investigative Dermatology and in the same city. A Program Committee appointed by the Board of Directors shall be in charge of the scientific program of the meeting. The annual scientific meeting of the Society shall be held in conjunction with the Annual General Meeting of the Society and subject to the same advance notice. All registration fees shall be determined by the Board of Directors.

SECTION 3. INTERIM SCIENTIFIC MEETINGS. If ordered by the Society, interim scientific meetings shall be held at a time and site selected by the Board. A Program Committee appointed by the Board shall be in charge of the scientific program of the meeting. The Board shall appoint a local organizer to help organize the meeting. The Board and the Program Committee for this meeting will coordinate with the local organizer in arranging the interim scientific meeting, setting the registration fees, and deciding whether the meeting is to be restricted to members or also open to non-members. Advance notices of the meeting shall be circulated to all members of record at least 60 days prior thereto.

SECTION 4. SPECIAL MEETINGS. Special meetings of the members may be called either by the President or the Board of Directors, or not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting. Unless otherwise stated, written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If sent by U.S. mail, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the society, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the society may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 6. QUORUM. The holders, in good standing, of one-tenth of the votes which may be cast at a meeting of members of the Society shall constitute a quorum for consideration of such matter at any meeting of members; provided that if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act of the State of Illinois, the Articles of Incorporation or these Bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. VOTING. On any matter to be voted upon at any annual or special meeting of members, each Active Member shall be entitled to one vote. There shall be no cumulative voting. The act of a simple majority of Active Members voting at a meeting where a quorum is present, shall be the act of the membership of the Society, except when voting on an amendment to these Bylaws or to the Articles of Incorporation of this Society or otherwise specified in these Bylaws. Proposed amendments to Bylaws or Articles of Incorporation must be delivered to members at least sixty (60) days before the meeting, and can only be passed at the meeting by a two-thirds majority of the voting members, where a quorum is present.

SECTION 8. INSPECTORS. At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

SECTION 9. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chairman of the meeting shall order, or any member shall demand, that voting be by written ballot.

SECTION 10. MAIL VOTE. Voting by mail transmitted by the postal service or electronically shall be permitted in lieu of a meeting for any item of business. A mail vote may be called (i) by the Board of Directors; or (ii) upon written request to the Secretary-Treasurer of at least ten percent (10%) of Active Members. The act of a majority of ten percent (10%) or more Active Members returning ballots by a date certain shall be an act of the members.

## ARTICLE V

### Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Society shall be managed by or under the direction of its Board of Directors. The Board shall by majority vote establish the administrative regulations necessary to govern the organization and operation of important aspects of the affairs of the Society. These regulations shall cover such matters as are specifically required by these Bylaws.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall be elected from Active Members who are in good standing with the society. The number of Directors shall be four, the immediate past-president will serve as an ex-officio Director and the current officers of the society. Directors shall serve for a term of three years. Initially, two Directors of the original Board of Directors will serve a one-year term, and two Directors will serve a two-year term. Each member shall hold office for the elected term and until his or her successor shall have been elected and qualified. Retiring members will not be eligible for immediate re-election as a Director. The term of the immediate Past-President on the Board shall be three years and will be ex-officio. This ex-officio Director has the same rights, authority and responsibilities as elected Directors.

Directors need not be residents of Illinois. The number of Directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made only by amendment of the Articles of Incorporation. No decrease shall have the effect of shortening the term as incumbent directors.

SECTION 3. NOMINATIONS AND ELECTION OF DIRECTORS. Active Members shall propose in writing new candidates for the Directors at least sixty (60) days before the Annual General Meeting. These names shall be submitted to a nominating committee of three (3) Active Members, appointed by the board. The nominating committee shall recommend no more than two (2) candidates for each vacant position to the membership. These names shall be submitted to the general membership with the notice of the meeting delivered at least thirty (30) days prior to the meeting. Voting shall be conducted by written ballot with all ballots returned to the Secretary-Treasurer or his/her designee by mail, including electronic mail, or facsimile, prior to the meeting. Board members elected by majority vote will be announced at the Annual General Meeting. Any ties will be determined by a majority vote of the Active Members present at the Annual General Meeting.

SECTION 4. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, an alternative time and place for the holding of this and any additional regular meetings of the Board without other notice than such resolution.

The bi-annual meetings shall be held in conjunction with the annual American Academy of Dermatology Meeting and the Society for Investigative Dermatology Meeting.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be delivered at least five days previous thereto by written notice to each Director at his or her address as shown by the records of the Society except that no special meeting of Directors may remove a director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. If sent by U.S. mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 6. QUORUM. One-half of the Directors then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided that if there is less than a majority, the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. 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 statute, these Bylaws, or the Articles of Incorporation. No director may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall serve until the next Annual General Meeting or the end of that term of office whichever comes first.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause by a 2/3rds vote of the Board, or as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote. Any such written consent shall have the same force as a unanimous vote taken at a duly constituted meeting of the Board.

SECTION 11. COMPENSATION. The officers of the Society shall receive no compensation, but may, by resolution of the Board of Directors, be paid their expenses, if any, incurred in carrying out the purposes of the Society, subject to the prior approval by the Board.

SECTION 12. PRESUMPTION OF ASSENT. A Director of the Society who is present at a meeting of the Board of Directors at which action on any Society matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE VI

### Officers

SECTION 1. OFFICERS. The Officers of the Society shall be a President and a Secretary-Treasurer, and such other Officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person but only during the limited vacancy of such position(s) and only until such vacancy is filled as provided by these Bylaws. Only Active Members of the society can serve as officers.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Society shall be proposed by Active Members, recommended by the nominating committee, and elected using the same procedures outlined in Article V, Section 3 for the Directors. The President shall be elected for three years only and shall not be eligible for re-election. The Secretary-Treasurer shall be elected for three years, but shall be eligible for re-election for one consecutive three-year term of office. All officers shall serve until their successors have been duly elected and qualified. Vacancies may be filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by a 2/3<sup>rd</sup> vote of the Board of Directors whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall be the Principal Executive Officer of the Society. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Society; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside and serve as chairman at all meetings of the members and of the Board of Directors, and shall be an ex-officio advisory member of all other committees and councils. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the society or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute for the Society any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Society and either individually or with the Secretary-Treasurer or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities that the Society is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Society by the Board of Directors.

SECTION 5. SECRETARY-TREASURER. The Secretary-Treasurer shall: (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly delivered in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Society; (d) keep a register of the address(es) of each member which shall be furnished to the Secretary-Treasurer by such member; and (e) perform all duties incident to the Office of Secretary and such other duties as from time to time may be designated to him or her by the President or by the Board of Directors.

The Secretary-Treasurer shall be the Principal Accounting and Financial Officer of the Society. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Society; (b) have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. With the Board's approval, the cost of such bond or surety may be paid from the funds of the Society.

The Secretary-Treasurer shall be a member of the Board of Directors and an ex-officio advisory member of all other committees and councils. The Secretary-Treasurer shall see that all notices are duly delivered in accordance with the law and these Bylaws, and shall perform such other duties as shall be assigned to him/her by the Board.

SECTION 6. SALARIES. The officers of the Society shall receive no compensation, but may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Society, subject to the approval by the Board.

## ARTICLE VII

### Committees

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, shall have the authority to create committees as needed for the proper conduct of the Society. The members of the committee will be appointed by the President with approval by the Board of Directors. The purpose, duties, powers, composition, appointment and termination of these committees shall be provided in the Administrative Regulations. The standing committees shall include, but are not limited to the Nominating Committee and Program Committee of the Annual Meeting.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until the next Annual Meeting of the members of the Society and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors or unless such member shall cease to qualify as a member thereof.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman by the President with approval of the Board of Directors.

SECTION 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.

SECTION 5. QUORUM. 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.

SECTION 6. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 7. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

## ARTICLE VIII

### Administrative Regulations

SECTION 1. ESTABLISHMENT. The Board shall by majority vote establish a book of administrative regulations to govern the organization and operation of important aspects of the affairs of the Society. Such administrative regulations shall serve such matters as are specifically required by these Bylaws and such other important administrative matters as the Board determines appropriate.

SECTION 2. PUBLICATION. The Administrative Regulations shall be available to any member of the society upon written request to the Secretary-Treasurer.

SECTION 3. AMENDMENT. The Administrative Regulations may be amended by two-thirds vote of any meeting of the Board of Directors provided that each director has been given at least thirty (30) days notice of any proposed amendment. Alternatively, an amendment may be made by a written amendment at least sixty (60) days prior to the next Annual Meeting and may be approved by simple majority vote of members present at the meeting.

## ARTICLE IX

### Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents of the society, 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 Society and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer or Officers, agent or agents of the society 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 Secretary-Treasurer of the Society.

SECTION 3. LOANS. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and accepted by a two-third majority of valid votes cast at a general meeting of the membership.

SECTION 4. DEPOSITS. All funds of the Society, not otherwise employed, shall be deposited from time to time to the credit of the Society in such banks, trust funds or other depositories as the Board may select.

### SECTION 5. GIFTS AND CONTRIBUTING SPONSORS.

- (a) The Board may accept on behalf of the society any contribution, gift or bequest for the general purposes, or for any special purpose of the Society.
- (b) The Board may negotiate and approve sponsorship from persons or organizations who offer significant financial support to the Society. Individual or corporate interest in the field of hair research and the credentials and expectations of the donor, the level of funding and the expected benefits to the Society, will be considered by the Board in determining the eligibility of the donor to become a contributing sponsor.

## ARTICLE X

### Books and Records

SECTION 1. GENERAL REQUIREMENTS. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of its members, Board of Directors, and other committees and councils, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the society may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

SECTION 2. ANNUAL FINANCIAL REPORT. The Secretary-Treasurer shall provide an annual financial report, including a balance sheet and a list of assets and liabilities, for submission to the Board and to the annual general meeting.

## ARTICLE XI

### Fiscal Year

The fiscal year of the Society shall be shall be January 1 to December 31, both dates inclusive.

## ARTICLE XII

### Miscellaneous

SECTION 1. PARLIAMENTARY PROCEDURE. All questions of parliamentary procedure or practice regarding the affairs of the Society, including the conduct of meetings of members, of the Board, or of any committee or council, shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law or by these Bylaws.

SECTION 2. RIGHTS IN EDUCATIONAL MATERIAL. Ownership of all rights in all educational material presented at meetings, conferences, seminars and similar functions arranged by the Society shall be vested in the Society or in the members presenting such material; and such material may not be reproduced, transcribed or used in any way for publication without the approval of the Society or the member(s) presenting it.

SECTION 3. USE OF TITLE AND LOGO OF THE SOCIETY. The use of the title and logo of the North American Hair Research Society is restricted to official stationery, notices or publications of the Society, unless otherwise decided by the Board.

#### ARTICLE XIII

##### Seal

The corporate seal shall have inscribed thereon the name of the Society and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

#### ARTICLE XIV

##### Waiver of Notice

Whenever any notice is required to be delivered under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Society, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

#### ARTICLE XV

##### Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE SOCIETY. The Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the society, or is or was serving at the request of the Society as a Director, Officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the society or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was lawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE SOCIETY. The Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the society, or is or was serving at the request of the society as a Director, Officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the society, provided that no indemnification shall be made in respect of any claim, issue or negligence or misconduct in the performance of his or her duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, Officer, employee or agent of the Society has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Society may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Society, or who is or was serving at the request of the Society as a Director, Officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO MEMBERS. If the Society has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee or agent, the society shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9. REFERENCES TO SOCIETY. For purposes of this Article, reference to "the Society" shall include, in addition to the surviving society, any merging society (including any society having merged with a merging society) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Officers, employees or agents, so that any person who was a Director, Officer, employee or agent of such merging Society, or was serving at the request of such merging society as a Director, Officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving society as such person would have with respect to such merging society if its separate existence had continued.

SECTION 10. OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the society" shall include any service as a Director, Officer, employee or agent of the Society which imposes duties on, or involves services by such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Society" as referred to in this Article.

## ARTICLE XVI

### Amendments

Any amendment to these Bylaws or the Articles of Incorporation of this society may be adopted by a two-thirds vote of those Active members in attendance at a meeting of the members, provided a quorum is present, and provided the amendment had been approved by two-thirds of the board of directors, and written notice of the proposed amendment was delivered to the membership at least 60 days in advance of the meeting at which the amendment is to be considered.

## ARTICLE XVII

### Dissolution, Liquidation

The resolution to dissolve the Society can only be passed at a general meeting of the membership on proposal by the Board, by a two-thirds vote of the valid voting membership, provided a quorum is present. In the event of dissolution, the Society shall be liquidated by the board. The provisions of the articles of association shall remain in use as far as possible during the liquidation. A liquidation surplus, if any, shall be put to such use as the general membership shall determine on the proposal of the Board, together with the resolution to dissolve the Society. Failing the determination of such use, the Board shall decide as to the disposal of surplus assets.

## ARTICLE XVIII

### Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

*The Bylaws were amended by the membership on: May 15, 2008; May 7, 2010; May 11, 2012.*