

BYLAWS  
OF  
INTERNATIONAL COUNCIL ON MAGNETIC RESONANCE  
IN BIOLOGICAL SYSTEMS, INCORPORATED

ARTICLE I

Purposes

The purposes of the Corporation are set forth in its Articles of Incorporation. These Bylaws set forth the rules which regulate its operation and governance.

ARTICLE II

Members

The Corporation has no members.

ARTICLE III

Directors

Section 1. Powers. The affairs of the Corporation shall be managed by a board of directors (hereinafter called the "Council"), subject, however, to the limitations imposed by the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin.

Section 2. Number; Election; Term. The number of Directors of this Corporation shall be fixed by resolution of the Council from time to time, but shall not be less than ten (10) nor more than eighteen (18). Three Directors and two alternate Directors (hereinafter called "Alternates") to replace the Directors and Alternates whose terms of office are expiring shall be elected by the Council at the Council meeting held in conjunction with each international conference sponsored by the Corporation and occurring every other year (the "conference meeting of the Council"). The terms of Directors and Alternates shall be staggered, such that their terms begin at the conference meeting of the Council at which they are elected and expire following the conference meeting of the Council at the sixth subsequent conference.

Section 3. Removal. Any Director may be removed from office for cause by the action of a majority of the Directors then in office.

Section 4. Vacancies. A vacancy or vacancies in the Council occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of

the Directors then in office upon the nomination of the Chairperson. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 5. Meetings.

(a) Conference Meeting of the Council. A conference meeting of the Council shall be held in conjunction with each international conference sponsored by the Corporation held every other year, at such time or place as may be designated by the Chairperson of the Corporation, for the election of the Directors and Alternates and officers and the transaction of such other business as may properly come before the meeting. In the event of a failure to hold the conference meeting of the Council every other year as herein provided, the meeting may be held at another date set by the Chairperson, and any election had or business transacted at such meeting shall be valid as if had or transacted at the conference meeting of the Council held as herein provided. The agenda of each conference meeting of the Council is as follows:

- (1) Election of new Directors and Alternates,
- (2) Election of officers to serve until the next conference meeting,
- (3) Financial report of the current meeting,
- (4) Appointment of the international advisory committee for the next conference,
- (5) Selection of the location and appointment of the organizing committee for the conference succeeding the next,
- (6) New business.

(b) Other Regular Meetings. Other regular meetings of the Council of the Corporation may be held with or without notice at such regularly recurring time and place as the Council may designate.

(c) Special Meetings. Special meetings of the Council for any purpose or purposes shall be held whenever called by the Chairperson or the Secretary General of the Corporation, or by a majority of Directors.

Section 6. Notices and Procedure. With the exception of regular meetings as set forth in Section 5(b) above of this Article, notice of any meeting of the Council, in each case

specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than thirty (30) days prior to the date of the meeting, but at least fifteen (15) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Robert's Rules of Order shall be used as points of procedure not otherwise governed by these Bylaws.

Section 7. Action Without Meeting. Any action which may be taken at a meeting of the Council may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 8. Meetings Utilizing Other Means of Communication. The Council may permit any or all Directors to participate in meetings of the Council by, or conduct meetings through, the use of any means of communication which either all participating directors may simultaneously hear each other during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors, provided the identity of each participating Director is reasonably verified before the Directors vote on matters of significance.

Section 9. Quorum and Alternates. Ten of the Directors shall constitute a quorum for the transaction of business. In the case of a regular conference meeting of the Council, Alternates elected the same year as Directors are absent can act in place of those absent Directors. The choice of which such Alternate will replace a Director will be made by the Chairperson in advance of the scientific meeting and after consultation with other Directors elected the same year. If a quorum still appears to be unattainable at a regular conference meeting of the Council after appointment of Alternates in this way, the Chairperson will appoint up to five additional temporary Alternates prior to the meeting, after consultation with all the regular Directors and Alternates registered at the conference who will replace absent Directors. Such temporary Alternates will cease being Alternates at the conclusion of the regular conference meeting of the Council. A quorum will then consist of at least three quarters of all Directors or eligible Alternates registered at the conference, plus the number of appointed temporary Alternates to achieve a quorum of ten. The act of the majority of the Directors, Alternates and temporary Alternates present shall be the act of the Council, unless the act of a greater proportion is required by the law, the Articles of Incorporation, or these Bylaws.

Section 10. Adjournment. Any meeting of the Council, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 11. Compensation. Directors may not receive compensation for their services as Directors. Upon resolution of the Corporation, Directors may receive reimbursement of their expenses in attending any meeting of the Council or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 12. Committees.

(a) Organizing Committee. The Council shall select the country or countries in which the meeting four (4) years hence will be located based on written and oral proposals presented at the meeting. Any proposals presented to the Chairperson or the Secretary General in advance of the meeting must be considered. Based on these presentations, the Council shall appoint not less than three (3) nor more than five (5) persons to an organizing committee for each conference. The committee will make all program and related arrangements for its designated conference, within the limits set by the Council. The Council reserves to itself the selection of general time, location, format and program of each conference. The organizing committee also shall nominate three persons as Directors and no more than two persons as Alternate Directors for election by the Council at the conference meeting of the Council held in conjunction with the conference for which the organizing committee has responsibility.

(b) Standing or Temporary Advisory Committees Without Council Authority. The Council or the Chairperson may authorize, and appoint or remove members (whether or not members of the Council), of standing and/or temporary committees to consider appropriate matters, make reports to the Chairperson and/or Council, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Council.

(c) Executive or Other Committees With Limited Council Authority. The Council may, by resolution adopted by a majority of the Directors then in office, designate one or more

committees, each of which shall consist of three (3) or more Directors elected by the Council, which to the extent provided in said resolution or in these Bylaws, shall have and may exercise, when the Council is not in session, the powers of the Council in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees with limited Council authority pursuant to this subsection. The Council may elect one or more Directors as alternate members of the executive committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Council or any individual Director of any responsibility imposed upon the Council or any individual Director by law.

Section 13. Finance and Conduct of Conferences.

(a) At each regular conference meeting of the Council, the Council shall determine what sum of money of the Corporation's funds will be granted to the organizers of the conference to be held two years hence. The Council shall assume no financial obligation for losses incurred by the organizing committee, or their agents, in connection with a meeting. Any surplus of money realized by the organizing committee of a conference after all conference expenses are met is expected to be returned to the corporation.

(b) The Council shall specify the format of each conference and reserve the right to approve or disapprove any proposal substantially affecting the format, location and program of any conference held under its auspices. Normally, the Council would delegate all program and related arrangements to the organizing committee, within broadly specified limits. Should the Organizing Committee entertain a plan which may exceed these limits, such as, e.g. a change of date or location, plans for publication, substantial increase in the attendance, or merger with another meeting, the proposed change should be communicated to the Chairperson of the Council, who will, in turn, submit it to the Council for approval.

ARTICLE IV

Officers

Section 1. Officers. The Corporation shall have a Chairperson, a Secretary General, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect.

Section 2. Election. The officers of the Corporation shall be elected at each conference meeting of the Council, and

each officer shall hold office beginning immediately following the conference during which the officer was elected and ending immediately following the next conference meeting of the Council and until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal.

Section 3. Removal. Any officer may be removed from office by the action of the Council, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Council.

Section 5. Chairperson. The Chairperson shall preside at meetings of the Council, and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Council or prescribed in these Bylaws or otherwise delegated by the Council and shall at all times be subject to the policies, control and direction of the Council. The Chairperson shall ensure that all Directors are consulted and their views made known to the entire Council prior to any decision on the organization of an international conference. The Chairperson may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Council, except when the signing and execution thereof shall be expressly delegated by the Council or by these Bylaws to some other officer or agent of the Corporation. The Chairperson may prescribe the duties of other officers of the Corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Council.

Section 6. Secretary General. The Secretary General shall perform or have performed under the Secretary General's direction the following functions: keep the Articles of Incorporation, Bylaws and book of minutes of all meetings of the Council and committees of the Corporation; collect proposals for future conferences; prepare the agenda for each meeting of the Council; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and in general, perform all duties incident to the office of Secretary General, and such other duties as from time to time may be assigned by the Council. In addition, the Secretary General shall carry out the duties of the Chairperson in the event of the incapacity or absence of the Chairperson.

Section 7. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions: have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Council; pass on funds from one conference to the next as directed by the Council; keep and maintain adequate and correct accounts of its assets, liabilities, receipts, disbursements, gains, losses and fund balances; render statements on the condition of the finances of the Corporation to the Council upon request; keep current the records and reports and tax returns required to maintain the Corporation's tax exempt and corporate status in good standing; and in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Council.

## ARTICLE V

### Instruments; Bank Accounts, Checks and Drafts; Loans

Section 1. Execution of Instruments. The Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by an contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts; Checks and Drafts. The Council may authorize the opening and keeping of general and/or specific bank accounts with such banks, trust companies or other depositories as may be selected by the Council. All checks, drafts or other orders for the payment of money, notes, acceptances, 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 be determined from time to time by resolution of the Council. Each officer of the Corporation is authorized to sign checks for the Corporation.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Council. Such authority may be general or confined to specific instances.

## ARTICLE VI

### Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end each June.

Section 2. Corporate Seal. The Corporation shall have no seal.

## ARTICLE VII

### Indemnification

The Corporation shall indemnify its Directors, officers, employees and agents against all liability they incur by virtue of their office in the Corporation and against all expenses they reasonably and actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because they are or were a director, officer, employee or agent of the Corporation, to the full extent and in the manner provided in Sections 181.041 to 181.053 of the Wisconsin Statutes, 1987 Wisconsin Act 13 effective on June 13, 1987 (or corresponding provisions of future Wisconsin statutes).

## ARTICLE VIII

### Amendment

These Bylaws may be amended by the Council at any meeting upon the vote of two thirds of the Directors present, provided that they constitute a quorum and provided a statement of the nature of the proposed amendment is included in the notice of such meeting.

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Form 14  
(1990)

United States of America  
State of Wisconsin  
OFFICE OF THE SECRETARY OF STATE

RECORDER'S OFFICE  
DANE COUNTY, WI.  
JANE LIGHT  
REGISTER OF DEEDS  
RECORDED ON

FEB 11 11 24 AM '92

2322583

TO: REGISTER OF DEEDS

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Attached please find a duplicate of a document filed in my office on the date endorsed therein. It is furnished in compliance with sec. 180.86(2)(b), 181.67(2)(b), 185.82(2)(b) or other section of the Wisconsin Statutes specifying the recording of the document in your office.



*Douglas La Follette*

DOUGLAS La FOLLETTE  
Secretary of State

MAR 10 1992

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ARTICLES OF INCORPORATION

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OF

INTERNATIONAL COUNCIL ON MAGNETIC RESONANCE  
IN BIOLOGICAL SYSTEMS, INCORPORATED

The undersigned person of the age of eighteen (18) years or more, acting as the incorporator of a corporation under the Wisconsin Non-Stock Corporation Law (Chapter 181 of the Wisconsin Statutes), hereby adopts the following Articles of Incorporation for such corporation.

92 FEB 6 11:13

RECEIVED  
SECRETARY OF STATE  
STATE OF WISCONSIN

ARTICLE I

Name

The name of the Corporation is INTERNATIONAL COUNCIL ON MAGNETIC RESONANCE IN BIOLOGICAL SYSTEMS, INCORPORATED.

ARTICLE II

Purposes

The Corporation is organized exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including, but not limited to, the promotion of and exchange of information concerning magnetic resonance spectroscopy in biological systems for basic research applications, and to ensure the orderly existence and quality of scientific meetings entitled "International Conference of Magnetic Resonance in Biological Systems" to be held approximately once every two years, but not to conduct such meetings or to assume indebtedness incurred by such meetings.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now

enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes and within the limitations provided in the following paragraph.

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE IV

##### Members

The Corporation shall not have members.

#### ARTICLE V

##### Board of Directors

The affairs of the Corporation shall be managed by a board of directors. The number of directors and the manner of their election or appointment and their terms of office shall be provided in the bylaws of the Corporation, but the number of Directors shall not be less than ten (10).

#### ARTICLE VI

##### Dissolution and Liquidation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

ARTICLE VII

Amendment

These Articles may be amended by a vote of a majority of the directors in office.

ARTICLE VIII

Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is:

Professor John L. Markley  
Department of Biochemistry  
University of Wisconsin-Madison  
420 Henry Mall  
Madison, WI 53706-1569

Section 2. The mailing address in Dane County, Wisconsin, of the principal office of the Corporation is:

Department of Biochemistry  
University of Wisconsin-Madison  
ATTN: Professor John L. Markley  
420 Henry Mall  
Madison, WI 53706-1569

Return to  
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Section 3. The name and address of each of the initial directors is:

Chris Dobson  
Inorganic Chemistry Lab.  
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South Parks Road  
Oxford OX1 3QU  
United Kingdom

Chien Ho  
Dept. of Biological Sciences  
Carnegie Mellon University  
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Pittsburgh, PA 15213

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Laboratory of Molecular Structure  
National Institute for Medical Research  
Mill Hill  
London NW7 1AA  
United Kingdom

Girjesh Govil  
Tata Institute of Fundamental Research  
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St. Louis, MO 63130

G.C.K. Roberts  
Biological NMR Center  
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United Kingdom

Joachim Seelig  
University of Basel/Biocentes  
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Switzerland

Anil Kumar  
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Indian Institute of Science  
Bangalore 560 012, India

John L. Markley  
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Biochemistry Department  
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William Orme-Johnson  
Department of Chemistry  
Massachusetts Institute of Technology  
Cambridge, MA 02139

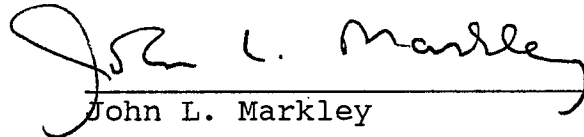
A.G. Redfield  
Brandeis University  
Biochemistry Department  
Waltham, MA 02254

Heinz Rueterjans  
J.W. Goeth University  
Theodore Stern-Kai 7, Haus 75A  
D-6000 Frankfurt 70  
Germany

Section 4. The name and address of the incorporator is:

Professor John L. Markley  
Department of Biochemistry  
University of Wisconsin-Madison  
420 Henry Mall  
Madison, WI 53706-1569

IN WITNESS WHEREOF, I have hereunto set my hand this fifth  
day of February, 1992.

  
\_\_\_\_\_  
John L. Markley

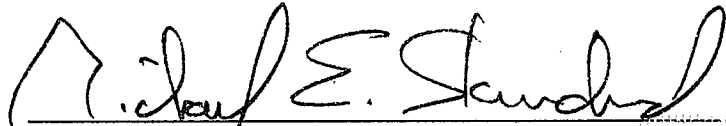
STATE OF WISCONSIN) ) ss.  
COUNTY OF DANE )

The foregoing instrument was acknowledged before me this 5<sup>th</sup>  
day of February, 1992 by John L. Markley.

STATE OF WISCONSIN  
FILED

FEB 0 6 1992

DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

  
\_\_\_\_\_  
Notary Public, State of Wisconsin  
My Commission: permanet