

2024 AMENDMENTS: Ethics & Conduct Enforcement, addressing inconsistencies, clean up.**RATIONALE FOR CHANGES:**

The Bylaws Committee was charged with reviewing the Bylaws for inconsistencies, and for implementing changes to accommodate a new policy developed in conjunction with the Presidents Advisory Committee to provide an enforcement mechanism to violations of the Society's Code of Ethics and Code of Conduct.

Proposed Changes (Tracked): Insertions are underlined, ~~deletions are in strikethrough~~.

ARTICLE II – MEMBERS

Section 2. Voting Rights and Holding Office

Each active member in good standing shall have one vote on each matter submitted to a vote of the members and shall be eligible to hold office in the Society. An Honorary or Associate Member shall have no voting rights and shall not hold office in the Society; however, an Associate Member may be appointed to serve on committees.

~~Section 3. Termination of Membership~~

~~Any member of the Society may be censured, suspended, or expelled for professional misconduct or for misconduct in relation to the objectives and purposes of the Society, or for any other good cause by a vote of not less than three fourths of the membership in attendance at any official meeting of the members of the Society. The procedure to be followed in the censure, suspension, or expulsion of any member shall be as follows:~~

~~Charges must be made in writing, fully describing the offense, signed by a member in good standing and filed with the Secretary to the Society.~~

~~Upon receipt of the written complaint, the Secretary shall send a copy to the Chairperson of the Membership Committee and to the accused member.~~

~~If the charges warrant investigation (by majority vote of the Membership Committee), a reasonable time and place for a hearing will be set and all involved parties will be notified.~~

~~The Membership Committee at the hearing shall carefully consider the charges, which must be supported in person by the accuser. It shall likewise consider any evidence submitted in defense by the accused. The accused member should be present at the hearing but shall not be denied the right of presenting evidence in absentia if unable to personally attend the hearing.~~

~~Within thirty days after the conclusion of the hearing, the Membership Committee shall prepare and present to the Membership a written report of its findings and recommendations.~~

~~The Membership will review the report and recommendations of the Membership Committee and make its determination as to the status of the accused party. If, after a three fourths vote (by written ballot), the allegations are confirmed, the Membership shall determine the appropriate penalty (by three fourths vote) and direct the Secretary Treasurer to notify the accused member of its action.~~

Section 3. Member and Awardee Discipline.

The SFB Council recognizes that when Members and/or Awardees engage in conduct that violates the Code of Ethics or Code of Conduct, such conduct may be prejudicial to the Society's interests. SFB will, in its sole discretion, consider enforcing the Code of Ethics and Code of Conduct against Members and/or Awardees in cases of proven scientific misconduct or serious breaches of professional ethics. Enforcement may include, but is not limited to, suspending or terminating membership, revoking awards, and restricting privileges associated with participation in SFB-sponsored publications, technical sessions, meetings, events, or other activities. All

Enforcement Requests must be submitted in writing together with documentation of an investigative report detailing the findings, sanctions, or actions taken by an independent organization or agency, including but not limited to an institute of higher learning, funding agency, Federal Government's Office of Research Integrity, other state or federal governmental agencies, publisher, company, professional society, or SFB itself. SFB will not serve as an independent investigative body for claims of professional misconduct taking place at other institutions or professional settings. SFB will only consider disciplinary requests within four years of publication of the report or announcement of the finding, sanction, or action, and will not consider Enforcement Requests against deceased Members or Awardees. Upon receipt of a violation of the code of ethics, the Chair of the President's Advisory Committee in consultation with the Executive Director will make a determination if it meets the standard of code violation and documentation to warrant further deliberation. The President's Advisory Committee will manage further review of the enforcement request including notice and request for response from the respondent, culminating with a vote by the President's Advisory Committee of the finding and recommendations of disciplinary action. Upon receipt of the President's Advisory Committee recommendation and report, Council will determine via majority vote whether disciplinary action is warranted and, if so, what form it will take. Council's decision shall be final and there is no appeal. SFB will strive to maintain the confidentiality of all matters covered by these procedures and will use its discretion to limit disclosure on a need-to-know basis. After the decision is made, Council will direct SFB's Executive Office to seek legal counsel to ameliorate any concerns before notifying the Requestor and Respondent of the final decision, and to take appropriate steps to implement it.

Section 7. Failure to Pay Dues

~~Failure to pay dues for one year shall be prima facie cause for termination of membership. The Council, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who fails to pay dues for one year.~~

ARTICLE III - MEETINGS OF MEMBERS

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Council, or not less than 25 percent of the current members having voting rights (Article II Section 2).

Section 4. Notice of Meetings

~~Written or printed~~ notice stating the place, day, and hour of any meeting of members shall be delivered, ~~either personally or by mail~~, to each member entitled to vote at such meeting, not less than thirty nor more than sixty days before the date of such meeting, by or at the direction of the President, Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notification of the Annual Meeting shall be made in the official news magazine of the Society and in the ~~mail~~ ballot for election of officers of the Society.

Section 6. Ballots and Proxies

Should a majority vote not be received by a single candidate, an paper ballot election shall be ~~taken~~ held at the Annual Meeting, provided a quorum is present ~~at the Meeting~~, to elect said officers and act on such business transactions as in the ballot, and conduct the business of the Society. If a quorum is not present at the Annual Meeting, user-authenticated, web-based balloting may be employed to elect a candidate within one month of the end of the Annual Meeting.

At any meeting of members, a member entitled to vote may vote-by-proxy executed in writing by the member or by his or her duly authorized agent or attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors may determine that any vote of the members may be conducted by mail, facsimile or electronic mail.

Section 7. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by the bylaws. In the event that more than two options are to be voted upon, the option obtaining the plurality of votes, on the first ballot, shall be adopted. If the first ballot results in a tied vote, then the membership shall vote only on the tied options. If a quorum is not present at the Annual Meeting, user- authenticated, web-based balloting may be employed to vote on the tied options within one month of the end of the Annual Meeting.

ARTICLE IV - GOVERNMENT OF THE SOCIETY

Section 1. General Powers

The government of the Society shall be in the hands of two bodies: the Board of Directors and the Council. The Board of Directors shall be responsible for the day-to-day day to day operations and fiscal management of the corporation while the Council shall be responsible for the content and the general direction of the programs of the Society.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers

The day-to-day day to day operations and fiscal management of the corporation shall be managed by a Board of Directors. Directors need not be residents of the State of Texas.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by written notice delivered personally or sent by mail, telegram, or facsimile or electronic message to each Director at the address as shown on the records of the corporation. Any Director may waive notice of any 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.

ARTICLE VI - OFFICERS

Section 3. Removal

Any Officer elected or appointed may be removed by action of the electors or appointers after application of the grievance mechanism as outlined in Article II, Section 43. ~~but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.~~

Section 5. Responsibilities and Duties of Officers

Secretary-Treasurer

The Secretary-Treasurer shall arrange to have the minutes of the meeting of the members of the Board of

Directors and Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. As the custodian of the corporate records and of the seal of the corporation, the Secretary-Treasurer will make arrangements for the safekeeping of these items at the principal office of the Society, and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these bylaws; keeping a register of the ~~post office address~~ contact information of each member, which shall be furnished to the principal office of the Society by such member; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the President, by the Board of Directors, or by the Council. The Secretary-Treasurer shall give a bond, if required by the Board of Directors, for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine with the cost of bonding to be paid by the Society. The term of office shall be for a period of two years without succession.

ARTICLE VIII - STANDING COMMITTEES

Section 10. President's Advisory Committee

Duties: The President's Advisory Committee shall consider, advise, and make recommendations to the Council concerning the development and establishment of a code of ethics for the Society and any breaches thereof. It shall consider and advise the Council on any matter requested by the President or Council and may consider and make recommendations to the Council, the current President or the incoming President on any matter it considers appropriate. If a Committee meeting is convened, then the incoming President and incoming President-Elect should be included.

Composition: The President's Advisory Committee shall be made up of all past presidents of the Society For Biomaterials with the Chairperson being the immediate Past-President.

Upon receipt of a violation of the code of ethics, the Chair of the President's Advisory Committee in consultation with the Executive Director will make a determination if it meets the standard of code violation and documentation to warrant further deliberation. The Chair will convene an Ethics Committee to review violations and make recommendations to the President's Advisory Committee. The Ethics Committee will be comprised of four individuals: SFB's Past President and Chair of the President's Advisory Committee, SFB's Executive Director ("Executive Director"), and two additional members identified from the President's Advisory Committee. If none of the President's Advisory Committee is available to serve due to a conflict of interest or another reason, SFB's President shall nominate alternate individual(s) to the Ethics Committee for the Council's consideration; the Council shall appoint replacement members to the Ethics Committee in those situations. If a real or perceived conflict of interest prevents SFB's Executive Director from serving on the Ethics Committee, the President shall have the discretion to name a replacement drawing from SFB's management staff.

ARTICLE IX - SPECIAL INTEREST GROUPS

Section 1. Special Interest Group Members

Section 1f. Failure to Pay Special Interest Group Dues

Failure to pay Special Interest Group dues, if assessed, for one year shall be prima facie cause for termination of Special Interest Group membership. ~~The elected officers of the Special Interest Group, by a majority of those present at any regularly constituted meeting, may terminate the Special Interest Group membership of any member who fails to pay dues for one year.~~

Section 3. Officers of Special Interest Groups

Section 3c. Removal from Office

Any officer elected or appointed may be removed by action of the electors or appointers after application of the grievance mechanism as outlined in Article II, Section-43.

ARTICLE XVI - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by three-fourths vote of the active members present at any annual or special meeting called for the purpose. Alternatively, user-authenticated, web-based balloting may be employed to decide on changes to the bylaws. Proposed amendments must be signed by at least six active members and distributed to the membership at least thirty days prior to the voting date.

The proposed amendments have been discussed by the members of the Bylaws Committee and the Board of Directors. The Bylaws Chair forwarded the proposed change to the five other active members of the Society for their signatures, shown below, and then to the Society office for distribution to the Society membership as instructed by Article XVI [Amendments to Bylaws].

In accordance with Article XVI [Amendments to Bylaws] of the Bylaws for the Society For Biomaterials, the following active members sign the proposed amendments shown above to bring this proposal to a vote at the Annual Business Meeting at the EXCO Congress Center in Daegu, South Korea on May 29, 2024.

SIGNATURE ON FILE AT HEADQUARTERS
Stephanie Seidlits, Bylaws Committee, Chair

SIGNATURE ON FILE AT HEADQUARTERS
Jianjun Guan, Bylaws Committee

SIGNATURE ON FILE AT HEADQUARTERS
Tao Lowe, Bylaws Committee

SIGNATURE ON FILE AT HEADQUARTERS
Janeta Zoldan, Bylaws Committee

SIGNATURE ON FILE AT HEADQUARTERS
Silviya Zustiak, Bylaws Committee

SIGNATURE ON FILE AT HEADQUARTERS
Elizabeth Cosgriff Hernandez, Presidents Advisory Committee