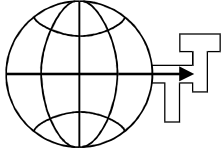


INTERNATIONAL SOCIETY ON OXYGEN TRANSPORT TO TISSUE



ISOTT

ISOTT CONSTITUTION

(Amended & Approved, August 2002)

ARTICLE I: Name.

The name of this organization shall be INTERNATIONAL SOCIETY ON OXYGEN TRANSPORT TO TISSUE (ISOTT).

ARTICLE II: Purpose.

The purpose of this Society shall be to facilitate the exchange of scientific information among those interested in any aspect of the transport and/or utilization of oxygen in tissues.

ARTICLE III: Membership.

Section 1: Qualifications.

Any person with an interest in the transport and/or utilization of oxygen in tissues may apply for membership in this Society.

Section 2: Members.

An application for membership bearing the signatures of two approving ISOTT members shall be submitted, with the required application/membership fee, to the ISOTT Secretary. At the following meeting of the ISOTT Executive Committee, the application shall be reviewed and then submitted to the ISOTT membership for action at the annual business meeting. The affirmative vote of a majority of those present and voting shall be required for acceptance.

Section 3: Maintenance of Membership.

To remain a member in good standing, with the privilege of formal presentation at the annual scientific meeting, a member must pay the annual membership fee.

ARTICLE IV: Officers.

Section 1: Names of Officers.

The officers of ISOTT shall be a President, President-Elect, Secretary, Treasurer, and when required a Secretary-Elect, and Treasurer-Elect.

Section 2: Duties of President

The President shall be the official representative of ISOTT in all matters related to the Society, preside over the Executive Committee, organize the annual scientific meeting, and preside over the annual business meeting.

The President-Elect shall become acquainted with the work of the President.

Section 3: Duties of Secretary.

The Secretary shall (1) keep an up-to-date listing of members' names and addresses and a file of all membership applications; (2) send out membership applications as requested, receive applications submitted, present these to the Executive Committee and membership for consideration, and inform the applicant of action taken; (3) be responsible for Society correspondence, including informing the membership of ISOTT meetings. Copies of all correspondence, information sheets or any other written communication made in the name of the Society shall be kept on file, available to any member upon request; (4) attend, or appoint a surrogate to attend, all meetings of the Executive Committee and the annual business meeting, take minutes for these meetings, and submit the minutes for approval by the membership at the annual business meeting; (5) keep the original on file for reference, and make copies available to the membership upon request; (6) assist the President as needed.

The Secretary-Elect shall become acquainted with the work of the Secretary and assist the Secretary in the organization of the annual meeting.

Section 4: Duties of Treasurer.

The Treasurer shall be responsible for all financial matters. The Treasurer shall (1) set up an account in a convenient bank; (2) deposit and with draw funds as authorized; (3) keep records of all transactions; (4) give an audited detailed account annually to the Executive Committee and a summary account to the membership at the annual business meeting; (5) make records available at the annual business meeting for review by any member of the Society, and present the records for audit if requested by the Executive Committee; (6) bill each member for annual dues and any other authorized assessment and, at the time of the annual meeting, present to the Secretary the listing of members in good standing, and to the Secretary and the Executive Committee, a listing of those who have not renewed their membership; (7) assist the President and Secretary.

The Treasurer-Elect shall become acquainted with the work of the Treasurer and assist the Treasurer in arrangements for the annual meeting.

Section 5: Eligibility of Officers.

Any member in good standing of the Society shall be eligible for election. Annual selection of the President shall normally alternate between continents so that at any given time the President shall be from one continent and the President-Elect from another.

Section 6: Election of Officers.

A Nominating Committee appointed each year by the President shall propose candidates for each open office at the annual business meeting. In addition, the floor shall be opened for other nominations. Those proposed by the Nominating Committee for President-Elect, and when required Secretary-Elect and Treasurer-Elect, shall be chosen from the membership. The President shall be succeeded each year by the President-Elect of the preceding year. When required, the Secretary and Treasurer shall likewise be succeeded by the Secretary-Elect and Treasurer-Elect of the preceding year. No person may serve two consecutive terms in the same office except the Secretary who may be re-elected once. The affirmative vote of a majority of the members present and voting the annual business meeting shall be required for the election of Officers.

Section 7: Terms of Office of Officers.

The President shall be elected to serve one (1) year. The Secretary shall be elected to serve for three (3) years and may stand for re-election. The Secretary-Elect shall be elected one year before the end of the term of office of the Secretary. The Treasurer shall be elected for five (5) years and may stand for re-election for each consecutive year thereafter. The Treasurer shall inform the EC on his willingness to be re-elected at least one year before that re-election. The Treasurer-Elect shall be elected one year before the end of the term of office of the Treasurer.

ARTICLE V: Executive Committee.

Section 1: Members of Executive Committee.

The Executive Committee shall be composed of the President, immediate Past-President, President-Elect, Secretary, Secretary-Elect (when appropriate), Treasurer, Treasurer-Elect (when appropriate), and nine (9) elected members. The Nominating Committee shall propose at least three (3) candidates each year for the three (3) open, elected positions on the Executive Committee. Each elected member on the Executive Committee shall be a member in good standing of the Society, shall normally serve for three (3) years. The affirmative vote of a majority of the members present and voting at the annual business meeting shall be required for the election of the elected members of the Executive Committee.

Section 2: Duties of Executive Committee. The property and affairs of the Society shall be managed and conducted by the Executive Committee, with the power of Directors. The Executive Committee shall also have supervision over the designation and operation of all special committees with the exception of the Nominating Committee.

Section 3: Meetings of Executive Committee.

A regular meeting of the Executive Committee shall be held before each annual business meeting of the Society and for this regular meeting no notices shall be required. Special meetings shall be held as often as the needs of the Society may require. Special meetings of the Executive Committee may be called by the President or any three members of the Executive Committee. The Secretary shall notify each member of the Executive Committee of each special meeting in writing, airmailed postage prepaid or confirmed E-mail at least 14 days before the special meeting, addressed to each member at his usual place of business or residence or delivered to him by hand. A quorum shall consist of five (5) Executive Committee members, at least one of which is either the President or President-Elect.

Section 4: Report of Executive Committee. The Executive Committee shall make a report of its activities at the annual business meeting, and its action shall be subject to the approval of the members present.

ARTICLE VI: Nominating Committee.

A Nominating Committee shall be appointed by the President each year. The Nominating Committee shall consist of three (3) members of the Society, one of whom shall be designated chairman. At least one member of the Nominating Committee must be a person who has not previously been an Officer of the Society or a member of the Executive Committee. The purpose of this Committee shall be to select from the membership candidates to be proposed for the offices of President-Elect, Secretary-Elect (when required), Treasurer-Elect (when required), and three (3) elected members to serve on the Executive Committee. Those selected shall be announced at the Executive Committee meeting for discussion and then proposed to the membership for election at the annual business meeting. Nominations from the floor shall be encouraged at the Executive Committee meeting and also at the annual business meeting. With the election of a slate of officers for the coming year, the Nominating Committee shall be dissolved.

ARTICLE VII: Meetings.

An annual scientific meeting and an annual business meeting shall be held at a time and place designated by the President and approved by the Executive Committee. The annual business meeting shall be held in conjunction with the annual scientific meeting. Other meetings of either the Executive Committee or membership may be called as needed.

ARTICLE VIII: Indebtedness.

This society shall never at any time subject itself to any indebtedness. In any questionable case, the Executive Committee shall have final fiscal authority.

ARTICLE IX: Real Estate.

This Society may not own or hold any real estate.

ARTICLE X: Amendments.

Proposed amendments to this Constitution shall be submitted to the Secretary not less than ninety (90) days before the annual business meeting. A copy of such proposed amendment shall be mailed by the Secretary to each member at least thirty (30) days before the annual business meeting. Adoption of amendments shall be by two-thirds (2/3) affirmative vote of the members present and voting.

ARTICLE XI: By-Laws.

The By-Laws of this Society may be altered or rescinded by the members. All changes must be proposed at the annual business meeting and shall be adopted with a two-thirds (2/3) affirmative vote of the members present and voting.

ARTICLE XII: Adoption.

This Constitution and the appended By-Laws shall be circulated to the membership at least thirty (30) days before the annual meeting and proposed for adoption at the annual business meeting of this Society. Adoption shall be by two-thirds (2/3) affirmative vote of members present and voting.

ARTICLE XIII: Miscellaneous.

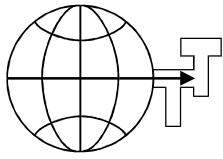
Section 1: Prohibitions.

Notwithstanding any provision of the By-Laws which might be susceptible to contrary interpretation:

- a. The Society is organized and operated exclusively for scientific and educational purposes.
- b. No part of the net earnings of the Society shall under any circumstances inure to the personal benefit of any individual.
- c. No substantial part of the activities of the Society shall consist of attempting to influence local, state or national legislation. The Society shall not participate, including the publishing or distribution of statements in any campaign of any candidate for governmental public office.
- d. The Society is not organized for nor is it to be operated for profit.
- e. The membership list of the Society shall not be supplied to any non-member for any purpose except as specifically provided by the Executive Committee.

INTERNATIONAL SOCIETY ON OXYGEN TRANSPORT TO TISSUE

<http://www.isott.org>



ISOTT

ISOTT BYLAWS

(Amended & Approved, August 2000)

ARTICLE I: Business Meetings.

Section 1:

The annual business meeting of the Society shall be held as provided for in the Constitution. Due notice thereof shall be provided to the membership by the President.

Section 2:

Special business meetings may be called by the President with approval of the Executive Committee at any time, provided written notice thereof, clearly stating the purpose, is sent to the membership.

ARTICLE II: Annual Business Meetings.

Section 1:

The order of business at the annual business meeting shall be as follows:

- a. Reading of minutes not yet approved.
- b. Report of the President.
- c. Report of the Executive Committee.
- d. Reports of Special Committees.
- e. Old business.
- f. New business.
- g. Election of Officers for the ensuing year.
- h. Adjournment

Section 2:

The annual business meeting shall be held in conjunction with the annual scientific meeting. The organization and leadership of both meetings shall be the responsibility of the President, as provided for in the Constitution. Plans for the annual business meeting must be approved by the Executive Committee.

ARTICLE III: Dues.

Section 1:

The annual dues of this Society shall be a sum voted by the members upon recommendation by the Executive Committee, and shall be payable as provided in the Constitution (Article III, Section 3).

Section 2:

Action to change the dues shall be taken only at the annual business meeting.

Section 3:

Failure of any member to pay the annual dues for two years constitutes automatic forfeiture of membership. Notification of such forfeiture shall be made by the Secretary in writing. Reinstatement to membership shall be by written request, and only upon payment of current and delinquent dues up to a maximum of three years.

ARTICLE IV: Nominations.

Following the presentation of the slate of nominees by the Nominating Committee at the annual business meeting, further nomination from the floor for the offices of President-Elect, Secretary-Elect (when required), Treasurer-Elect (when required), and three (3) elected members of the Executive Committee shall be encouraged.