

BY-LAWS

(revised and approved Nov 1st 2007)

Article I - Name and Origin

Section 1

These By-Laws constitute the code of rules adopted by the International Society for Nucleosides, Nucleotides, & Nucleic Acids, herein after referred to as the "Society", for the regulation and management of its affairs. The Society shall be run by a Board of Directors as defined below, herein after referred to as the "Board".

Section 2

Society establishment date July 1, 2000. The Society shall be entered in the register of societies in the U.S.A., and file in due for tax-exempt status.

Article II - Functions and Aims

Section 1

The Society is a non-profit corporation operated to pursue specific scientific, social and educational objectives including but not limited to the promotion and advancement of scientific knowledge in the area of nucleosides, nucleotides, oligonucleotides and nucleic acids. In particular, the Society will initiate, sponsor and/or participate in conferences and other programs and relating to nucleosides, nucleotides, oligonucleotides and nucleic acids and develop, prepare and/or disseminate information and publications relating to these areas.

Section 2

The aims of the Society, focused on research relating to nucleosides, nucleotides, oligonucleotides and nucleic acids, are:

- a) To provide means for the dissemination of knowledge dealing with current research.
- b) To coordinate and sponsor meetings and to promote publications.
- c) To act as a mediator for communication, cooperation and understanding between and to promote equal opportunities for scientists of all nationalities.
- d) To provide information about and to stimulate interest in the above-mentioned areas among persons of all nationalities.
- e) To encourage the study of the above-mentioned areas in institutions of higher education and to improve the quality of teaching of these topics.
- f) To encourage national and international collaboration on research and applications among academic, industrial, governmental and private institutional organizations.

Article III - The Board of Directors

Section 1

The property, business and affairs of the Society shall be managed by the Board of Directors (the "Board"). This Board is the principal governing body of the Society. The members of the Society shall elect Board members. The Board shall consist of the following six members ("Directors"):

The President
The Secretary

The Treasurer
The Vice-President
The Immediate Past President
The Chairman of the next Round Table

Directors other than those serving ex officio and Advisory Committee members (see Article V) shall be elected to serve for terms as noted in Article IV. In the event of a vacancy on the Board or the Advisory Committee, the Board will appoint a replacement for the unexpired portion of the term.

Section 2

The Board shall meet regularly and at least once every two years. A meeting of the Board will be held during the "International Round Table on Nucleosides, Nucleotides and Nucleic Acids". Special meetings of the Board may be held at the request of the President, or by the written request of at least four Directors, at any time and at any place.

Section 3

Notice of the time and place for all meetings of the Board shall be given to each Director at least two months before that meeting takes place. A shorter period of notice may be given by agreement of at least 4 Directors. The purpose of a special meeting of the Board will be announced to the Directors at least two months before the meeting will take place. Any Director wishing to place an item on the agenda shall notify the President in writing at least forty-five days prior to the meeting. The Secretary shall mail to the Board a preliminary agenda for meetings of the Board at least one month prior to the meeting. The Treasurer shall present during these meetings an account of funds received and expended.

Section 4

Four Directors shall constitute a quorum at any meeting of the Board for the transaction of business, and the act of a majority of the Board present at any meeting at which there is a quorum shall be an act of the Board, except as may be otherwise specifically provided by law or by these By-Laws. Directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5

Any action required to be taken, or permitted to be taken by the Board, may be taken without a meeting if four of the Directors entitled to vote with respect to the subject matter thereof shall give consent to the action in writing, Such consent shall have the same force and effect as a unanimous vote of the Board at a meeting of the Board.

Section 6

The Board shall have the power to:

- a) amend the By-Laws of the Society, which amendment will then be required to be ratified by a two-thirds vote of the members of the Society who return ballots;
- b) elect, appoint, or remove any member of any such committee or any Director or Advisory Committee member of the Society by a two-thirds majority vote of the Board;
- c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Society; adopt a plan for the distribution of the assets of the Society;
- d) amend, alter, or repeal any action or resolution of the Board; effect a dissolution of the society.

In addition the Board shall:

- a) exercise all powers in the management and direction of the Society and conduct the affairs of the Society;
- b) receive and study reports of such committees as the Board may direct;
- c) keep a record of its proceedings and report its actions to the members at the next succeeding general meeting for their approval or disapproval;
- d) appoint standing committees or ad hoc committees as it may deem necessary or desirable for the proper transaction of the business of the Society;
- e) dissolve any standing committee or ad hoc committee that it deems to be no longer required.

Article IV – Directors

Section 1

The Directors of the Society shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, and the Chairman of the next Round Table. A Society member may hold no more than one office at a time, except the Chair of the next Round Table may also hold another office.

Section 2

The Directors of the Society shall hold office until their respective successors are chosen and qualified. The terms shall commence on January 1, in the year following their election.

Section 3

Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4

The President shall be the chief Director of the Society and shall hold office for a term of two years. The President shall act as Chair of the meetings of the Board and at business meetings of the members of the Society. The President shall exercise general supervision over the property, business, and affairs of the Society, shall perform such other duties as may be prescribed by these By-Laws or assigned to the President by the Society or the Board and shall coordinate the work of the other Directors. The President shall send annually to the members a message of the state of the Society.

The President may at any time establish a standing or an ad hoc committee or appoint a member of such committee. The President shall act as the spokesperson of the Society in official and court dealings.

At the expiration of the two-year term, the President shall assume the position of Immediate Past President for a term of two years.

Section 5

The Vice-President (President-elect), in the case of the death or absence of the President or the inability of the President to act, shall perform the duties of the President and, in any such event, shall have and exercise all of the above-specified powers of the President. The Vice-President will normally succeed the incumbent President as President of the Society and shall hold office for a term of two years. No member shall be eligible for nomination for the office of Vice-President if he or she has previously served in this office.

Section 6

The Immediate Past President will assist the President and Vice-President in maintaining continuity of the Society and in carrying out any special functions and duties assigned by the President and approved by the Board. The Immediate Past President shall hold office for a term of two years. The Immediate Past President shall chair the Nominations Committee.

Section 7

The Secretary shall record the minutes of the meetings of the Board, and those minutes should be approved and signed by the President as soon as possible, but no later than the next meeting. The Secretary will maintain the membership roll and be responsible for a biennial directory of members. The Secretary shall have authority to attest documents, contracts, deeds, and other instruments for the Society. The Secretary shall be responsible for counting the votes at all meetings and giving all notices required by law or these By-Laws. The Secretary shall work with the President in preparing the agenda for all Society meetings. The Secretary shall be responsible for communicating official reports to the Board. In the event of the absence or incapacity of the Treasurer, the Secretary shall temporarily fulfill the duties of the Treasurer until the Treasurer resumes the duties or a new Treasurer is appointed. The Secretary shall perform such other duties as may be delegated to the Secretary by the President. The Secretary shall hold office for a term of four years.

Section 8

The Treasurer shall have charge and custody of the funds, securities, and other like property of the Society and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of the Society. The Treasurer shall be responsible for collection of the Society's membership dues. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Society, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn there from except by checks, drafts, or orders to be signed in the manner designated below. The Treasurer also shall have authority to attest documents, contracts, deeds and other legal documents for the Society. The Treasurer shall be subject to the general direction of the President, and the Board. The Treasurer shall submit an account of the financial condition of the Society at the biennial meeting of the members and to the President and the Board following the end of each calendar year. In the event of the absence or incapacity of the Secretary, the Treasurer shall temporarily fulfill those duties until the Secretary resumes the duties or a new Secretary is appointed. The Treasurer will hold office for a term of four years.

Section 9

The Chair of the next Round Table will serve on the Board. This person will be appointed by the Board after receiving recommendations from the Site Selection Committee. The Chair of the next Round Table will be selected prior to the holding of the previous Round Table. The Chair of the next Round Table will serve on the Board until December 31 following that Round Table. The Chair will be responsible for all aspects of the operation of the Round Table, subject to approval by the Board. The Chair of the next Round Table will be a member of the Finance Committee.

Section 10

The Secretary or the Treasurer and the President or his designate from among the Directors shall execute contracts on behalf of the Society.

Article V – The Advisory Committee

This committee, to be elected by the Society membership, will be comprised of six outstanding scientists from appropriate research areas of relevance to Society members. Their role will include advising the Board on all matters brought before them by the Board, serving on committees of the Board as requested by the President, and bringing topics to the Board that are relevant to the Society or of potential benefit to Society members. Advisory Committee members will serve for four-year terms. No Advisory Committee member can serve for more than two terms consecutively.

Article VI - Membership

Section 1

Any person of any nationality who is actively engaged in or evidences an active interest in any area of nucleoside, nucleotide, oligonucleotide or nucleic acids research is eligible for membership in the Society provided that the applicant has agreed to be bound by the By-Laws and operating rules of the Society and the applicant has paid such dues as shall have been prescribed by the Board for membership in the class to which the applicant has applied for membership.

Section 2

Applicants for new membership shall submit to the Secretary an official membership application form. Membership will start following payment of the first biennial membership dues, and will be effective at the beginning of the year of payment. Membership in the Society shall not be transferable or assignable. The Board has the right to waive the membership dues in exceptional cases.

Section 3

Classification of Membership

The membership of the Society shall be divided into the following classes: regular members, student members, and honorary members. Regular and honorary members shall be entitled to vote.

Regular Member

Any individual who qualifies under Article VI, Section 1, may become a regular member on the basis of submission of an application as designated in Article VI, Section 2. Each regular member shall have the rights and privileges as stipulated in the articles and shall pay such dues as prescribed by the Board for regular membership.

Student Member

Any individual who qualifies under Article VI, Section 1, and is officially registered in a college or university in an undergraduate or graduate program, may become a Student member, on the basis of submission of an application as designated in the By-laws Article VI, Section 2. Certification of student status by the Department or Institute is required. Each Student member shall have the rights and privileges as stipulated in the articles except that Student members shall not have the right to vote. Student members shall pay such dues as prescribed by the Board.

Honorary Member

Any individual who has made an outstanding and sustained contribution to the Society or who has made an outstanding contribution to nucleoside, nucleotide, oligonucleotide or nucleic acids research may be granted honorary member status by the Board. Such honorary members shall not pay dues, but shall be accorded the other privileges of a regular member. Appointment to the honorary membership status requires a majority vote of two-thirds of the Directors.

Section 4

Rights and Privileges of Members

Each member in good standing has the right to exercise one vote in person or by proxy in Society elections and on each matter submitted to a vote of the members. Voting on all matters, including the election of Directors, may be conducted by mail if the Directors so determine and under procedures established by the Directors in the particular case.

Each member may attend and vote at a business meeting of the Society. A business meeting will be held at each "International Round Table on Nucleosides, Nucleotides and Nucleic Acids."

A special meeting of the members shall be called by the President upon the written request of at least 10% of the Society members entitled to cast a vote. Any such request shall state the purpose or purposes for which the requested meeting is called.

Applications regarding the agenda of a meeting are to be made in writing to the President and shall be considered if they are received by the President at least 75 days prior to the meeting. Written notice stating the place, day, and hour of the meeting, and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be mailed to members not less than 45 days before the date of the meeting.

Except to the extent explicitly provided elsewhere in these By-Laws, no member of the Society shall be individually or personally liable to the creditors of the Society for any indebtedness or liabilities of the Society, and any and all creditors of the Society shall look only to the assets of the Society for payment of any such indebtedness or liabilities.

Section 5

Termination of Membership

- a) Membership may be terminated by a member at any time by a written notice to the Secretary. Dues paid in advance shall not be refunded.
- b) Membership is terminated by the death of a member or following dismissal pursuant to Section 6.
- c) Membership will be automatically terminated if the member is in arrears 180 days in payment of dues.
- d) Members dropped for non-payment of dues shall follow the standard procedure for new members in order to become reinstated as a member of the Society.

Section 6

Expulsion of a Member

The Board may expel a member for actions directed against the goals of the Society or adversely affecting the reputation of the Society or which may harm the Society. Charges of injurious conduct shall not be raised against a member unless the precise nature of the charges

be submitted in writing to the President of the Society by not less than three members. Upon receipt of such charges, the President shall refer them to the Directors, who shall have the power to decide whether or not to expel the member after having considered the evidence and having given the member an opportunity to defend the charges.

Article VII – Committees of the Board

Section 1

The Board or the President may create such standing committees as deemed necessary to promote the purposes and the work of the Society. The committees may exercise the power of the Board, except that no committee shall have the power to:

- a) amend, alter, or repeal the By-laws;
- b) elect, appoint, or remove any member of any such committee or any Director of the Society;
- c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Society;
- d) adopt a plan for the distribution of the assets of the Society;
- e) amend, alter, or repeal any action or resolution of the Board unless by its terms it provides that it may be amended, altered, or repealed by such committee; or
- f) effect a dissolution of the Society.

Section 2

Each member of a committee shall continue to serve until the next meeting of the Board and until his/her successor is appointed, unless the committee shall be terminated sooner. A member of a committee may be re-instated in any new committee.

Section 3

Except as otherwise provided herein, one member of each committee shall be appointed as Chair by the President.

Section 4

Appointments to fill vacancies in the membership of any committee shall be made in the same manner as in the case of the original appointments.

Section 5

Unless otherwise provided in the resolution of the Board establishing the committee, a majority of the whole committee shall constitute a quorum.

Section 6

Such committees may include but are not limited to the following:

- a) Nominations Committee. This committee shall be appointed by the President and shall be chaired by the Immediate Past President. The Nominations Committee shall consist of up to seven members. The Committee shall nominate at least two members of the Society for each Board or Advisory Committee position. Members in good standing may nominate any member in good standing. Such nomination must be seconded in writing by a member of the Society in good standing (who may or may not be a member of the Committee) and all candidates for nomination recommended by the Nominations Committee must be approved by at least two-thirds of the Directors before they are put forward for election.

Nominations must be submitted to the Secretary, who shall determine if the nominated member is in good standing and willing to serve in such position before placing the name on the ballot.

- b) Program Committee. This Committee shall be chaired by the Chair of the next Round Table, who shall be appointed by the President with the approval of the Board. The committee will be responsible for the development of the scientific program of the meetings of the Society (known as the International Round Table on Nucleosides, Nucleotides and Nucleic Acids). The program committee shall select the plenary speakers, review submitted abstracts and select papers for oral presentations and poster sessions, in consultation with the Local Organisers. The committee shall be responsible for the development and publication of the program and the book of abstracts or similar documents. The President shall appoint up to seven members for this committee.
- c) Publications and Publicity Committee. This committee shall be responsible for all matters relating to publications affecting the Society and for publicising the Society and its conferences.. The President shall appoint up to five members for this committee. The Chair of the Membership Committee should be a member of this committee.
- d) Membership Committee. This committee shall be responsible for recruiting new members for the Society. The President shall appoint up to seven members for this committee.
- e) Finance Committee. This Committee shall be responsible for fund-raising for the Society and for the Round Table. The Treasurer shall be a member of this committee ex officio. The President shall appoint up to seven members for this committee. The organizer of the next International Round Table shall be a member of this committee
- f) Poster and Bursary Awards Committee. This Committee shall be responsible for awarding and distributing bursary funds and/or other awards to grantees as well as poster prizes to attendees of Society conferences. The President shall appoint up to seven members for this committee.
- g) Site Selection Committee. This Committee shall be responsible for the recommendations with respect to the selection of the Site for the next IRT. The President with the approval of the Board shall appoint up to five members for this Committee. Committee members may not propose themselves or their University/Institute as host for site consideration.

Section 7

The Board shall review the status and composition of all standing and ad hoc committees at its regularly scheduled meetings. All committees shall provide a written report of their business to the Board at least two weeks prior to such meeting.

Article VIII - Finances

Section 1

Sources: Society funds shall be obtained from sources including the following: membership dues; contributions from industry and other sources in support of conferences; income from surpluses of international conferences, including the IRT; donations; other sources which become available.

Section 2

The amount of regular and student membership dues shall be determined by a two-thirds vote of the Board and shall be assessed every two years.

Section 3

Expenditures: The funds of the Society shall be expended with the following regulations:

- a) All checks, drafts, or orders for payment of money and all notes shall be signed by the Treasurer and at least one other person so authorized and designated by the Board, or alternatively, with the express consent of the President.
- b) Funds may be expended by the Treasurer to meet the needs and obligations of the Society in accordance with policy approved by the Board.
- c) Two Directors, including the President or his designate, shall be empowered to be the legal and factual representatives of the Society. They shall have the power to take all steps between the general meetings, such as ordering of special expenses that are not included in the budget approved by the Board. Funds raised by the Local Organizer of a conference go directly into the conference budget. Funds raised by the Directors or Committees are sent directly to the Treasurer of the Society.
- d) Funds for international conferences shall be budgeted by consultation and agreement between the Local Organizers and the Board, and approved by the President. The Board must approve the budget of each conference operated by the society.
- e) A travel grant may be requested by each Director to participate in the "International Round Table on Nucleosides, Nucleotides and Nucleic Acids." The request must be made in writing to the Treasurer and approved by the President. The registration fee for the Round Table conference is waived for Directors.
- f) It is expected that funds remaining after all obligations for a conference have been met, shall be returned to the Treasurer for the Society. Inordinate amounts of funds shall not be deposited in countries where national monetary restrictions would prevent transfer of excess funds to the Treasurer of the Society.

Section 4

The Society shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever, and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restrictions which a Director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of the Society if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

Article IX - International Conferences

Section 1

The Society shall serve as the primary sponsoring agency of the "International Round Table on Nucleosides, Nucleotides and Nucleic Acids" (IRT) and the President, Vice-President and Chair of the Round Table shall serve as the officers of this conference.

Section 2

Finances relating to the conference shall be controlled and regulated as outlined in the By-Laws, Article VIII.

Section 3

The IRT shall be held every even year at a time and place to be selected by the Board after considering recommendations from the Site Selection Committee.

Section 4

Requests to host an IRT may be made by any member of the Society or any group of members to the Site Selection Committee. A request should be in the form of a proposal outlining how the Local Organizers intend to operate the conference and what financial contributions can be made by the Local Organizers. An estimate of costs should be included in the proposal.

Section 5

The program of the IRT, including selection of plenary speakers and oral communications, will be established by the Program Committee together with the Local Organizing Committee as described in Article VII, Section 6.

Section 6

Special symposia on particular topics related to nucleoside, nucleotide, oligonucleotide and nucleic acids research may be organized and/or sponsored by the Society. The Local Organizer must send a request for organization and/or sponsoring to the President at least six months in advance. Any member or any group of members (other than students) may forward such a request. Decisions about meeting organization and/or sponsorship will be made by the Board.

Article X – Elections

Section 1

The Nominations Committee shall submit to the Secretary lists of candidates for the positions of Vice-President, Secretary and Treasurer and the Advisory Committee positions, including a minimum of two candidates for each position. The lists of candidates must be approved by a two-thirds vote of the Board. The Secretary shall then prepare a ballot with the names of the candidates, listed alphabetically by surname, and distribute the ballots to the members eligible to vote. The Secretary shall allow the Society members 45 days from the mailing date of the ballots until ballots must be postmarked in order to be counted. The Secretary shall be required to mail all ballots by airmail and request their return by airmail. Alternatively, the election may be organized electronically, keeping the conditions that voting must be anonymous. The ballots shall be counted by the Secretary, or by another Director designated by the President. The candidate receiving the largest number of votes shall be declared elected. In the case of Advisory Committee members, the successful candidates will be those receiving the largest number of votes on a preferential basis. In the event of a tied vote, the Nominations Committee will make the final decision. The announcement of the list of those elected will be made at the business meeting at the IRT, and otherwise publicised to the members.

Article XI - Fiscal year

The fiscal year of the Society shall begin on January 1st and shall end on December 31st, but may be changed by resolution of the Board.

Article XII - Amendments

The By-Laws may be amended, repealed, or altered by the Board in whole or in part at any regular or special meeting of the members of the Society, and any changes must be approved by a two-thirds vote of those voting members present at such meeting. Alternatively a ballot may be taken by mail and a notice of the proposed amendment, repeal or alteration must be contained in the announcement. A two-thirds vote of those submitting ballots will be required to change the By-Laws. A proposal to amend the By-Laws may be submitted to the Board in writing and signed by at least five voting members of the Society. The signed, proposed amendment must be in the hands of the Secretary at least four months before the biennial meeting except for amendments proposed by the Board. The Secretary shall mail copies of all proposed amendments to eligible voting members at least two months before the biennial meeting. Ballots shall be counted by at least two Directors. The President shall announce amendments to the By-Laws at the earliest reasonable time.

Article XIII - Dissolution of the Society

Section 1

All members will be notified by a written statement in the event of the dissolution of the Society by the Board.

Section 2

All finances remaining after dissolution of the Society may be used solely for beneficial purposes in accordance with tax regulations. Agreements on the use of the residual finances can only be executed after consent of tax authorities.

Addendum

Section 1

Initiation of the Society

The decision to found a new society was taken by an international group of scientists, listed below, at a meeting held on September 7, 1998, during the XIII IRT in Montpellier, France.

- . Jean-Louis Imbach, co-founder of the IRT
- . Norbert Bischofberger
- . Leroy B. Townsend, co-founder of the IRT
- . Gilles Gosselin
- . Wolfgang Pfeleiderer
- . John A. Secrist III
- . Frank Seela
- . Piet Herdewijn
- . Akira Matsuda
- . Morris J. Robins
- . Leslie Boyd
- . Erik De Clercq
- . Victor E. Marquez
- . Colin B. Reese
- . P. Dan Cook

- . Alexander Krayevsky

After agreement was reached to found a new society, a committee from the above group was selected to be the official Founders of the Society, as listed below.

Founders of the Society

- . D. Cook
- . G. Gosselin
- . P. Herdewijn
- . A. Matsuda
- . J. Secrist, chair

It is the responsibility of the interim Board, comprised of the Founders of the Society, to prepare the By-Laws of the new society, organize a call for membership, propose an appropriate logo for the new society, and to prepare for the election of the first Board and Advisory Committee. The term of the interim Board will end at the commencement of the terms of the first Board, for which the Immediate Past President will be one of the Founders of the Society. All further terms of Directors are to begin on 1 January of the respective year.

Section 2

Additional Awards

The Society has established two awards in 2006, i.e. the J. Montgomery Award and the Imbach-Townsend Award.

The J. Montgomery Award is given to a scientist at each International Round Table to recognize scientific contributions in the fields of nucleosides, nucleotides and nucleic acids that resulted in significant advances in chemotherapy.

The Imbach-Townsend Award is a bi-annual award given for important contributions to the field of chemistry and biology of nucleosides and nucleic acids.

These awards shall be appointed as long as necessary funds are made available by the sponsors.