

CONSTITUTION

INTERNATIONAL SOCIETY OF RNA NANOTECHNOLOGY AND NANOMEDICINE

(Adopted *January 2017*)

Founding president: Peixuan Guo

Founding Councils:

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|----------------------|------------------------|-------------------------|
| (1) Eric Westhof | (12) Thomas Schmittgen | (23) Mark Evers |
| (2) David Lilley | (13) Xing-Jie Liang | (24) Paula Hammond |
| (3) Neocles Leontis | (14) Nils Walter | (25) Thomas Hermann |
| (4) Kirill Afonin | (15) Xiaoting Zhang | (26) Anil Sood |
| (5) Bruce Shapiro | (16) Tushar Patel | (27) Carlo Croce |
| (6) Shi-Jie Chen | (17) Zhen Huang | (28) Emil Khisamutdinov |
| (7) David Gorenstein | (18) Carlo Montemagno | (29) Robert Batey |
| (8) Jong Bum Lee | (19) Daxiang Cui | (30) Luc Jaeger |
| (9) Hirohide Saito | (20) Farzin Haque | (31) Sarah Woodson |
| (10) Jorgen Kjems | (21) Yuri Lyubchenko | (32) Mark Bathe |
| (11) Haibo Hu | (22) Peixuan Guo | |

Preamble: The proposal for founding the *International Society of RNA Nanotechnology and Nanomedicine* was initiated by Peixuan Guo and John Rossi in 2010. A formal Society was envisioned by a group of visionary scientists present at the 1st International Conference of RNA Nanotechnology and *Nanomedicine* (Chair: Peixuan Guo; October, 2010; Cleveland, OH, USA). The proposal to establish the Society came up several times in follow-up meetings, including the 2nd International Conference of RNA Nanotechnology and *Nanomedicine* (Chair: Peixuan Guo; April, 2013; Lexington, KY, USA); Gordon Research Conference – RNA Nanotechnology (Founding Chair – Peixuan Guo; January, 2015; Ventura, CA, USA); and most recently at Fusion Conference–RNA Nanotechnology (Founding Chair–Peixuan Guo; August, 2016; Berkshire, UK).

Plan of action: In December 2016, a decision was made by the founding council members to organize the Society. A Temporary Council will be elected to initiate the setup process. The Temporary Council will select the First President, adopt the Constitution and Bylaws of the Society, formulate a plan of operation for the first year of the Society, and nominate/recruit officers for running the Society. At the Society's first annual meeting (*to be determined*), the recommendations of the Temporary Council will be accepted, the Constitution and By-laws will be approved, and proposed officers will be elected to formally establish the Society.

Article I

Name of the organization: "International Society of RNA Nanotechnology and Nanomedicine" (referred to as the "Society" herein).

Article II

Objective: The purpose of the Society is the advancement and dissemination of knowledge in RNA nanotechnology to address critical needs in medicine and biological sciences. These complex, large-scale scientific opportunities require cutting edge interdisciplinary work by teams of researchers drawn from multiple disciplines. Responding to the opportunity and addressing these challenges, the Society will be established as an innovative platform, which will function as

a node linking many researchers across multiple networks and as a matrix from which to create new interdisciplinary research collaborations and the next generation scientific workforce in nanoscience and technology. The Society will have not-for-profit status in Section 501(c)(3) of the Internal Revenue Code of the United States.

Article III

Membership: Membership in the Society shall be open to scientists who share the purpose of the Society and who have educational, research, or practical experience directly or in a related field. The Council shall establish categories of membership, qualifications for each category of membership, benefits, responsibilities, and fees as it deems to be reasonable and in the best interests of the Society. Membership in the Society shall be a privilege, not a right, and is dependent upon the applicant for membership demonstrating compliance with the requirements.

Article IV

Officers: The elected officers of the Society shall be a President, a Vice President, a Treasurer, and three Council Chairs. All officers shall serve a term of 3 years and are eligible for re-election by the Society members. The Society structure and leadership shall be described in written documents readily accessible to all members. The retired president and vice-president will serve as a life-time member of the council.

Article V

Council: There shall be three Councils responsible for the fulfillment of the scientific and business obligations of the Society: (1) Council of RNA Nanotechnology; (2) Council of Pharmaceuticals; and (3) Council of Basic Sciences. The Council Chairs will report directly to the President. Past officers will remain part of the Councils to provide long-term support and guidance to the Society.

Article VI

Committees: The Society shall have five Committees:

- (1) Scientific Committee, responsible for determining the scientific focus areas of the Society, identifying the upcoming opportunities and scientific trends to ensure effective programs and scientific activities that benefit the members and the scientific community at large;
- (2) Nomination Committee, responsible for determining the membership and leadership, as well as speakers for Society conferences.
- (3) Fundraising Committee, responsible for raising funds for Society operations as well as, meetings and conferences;
- (4) Award Committee, responsible for overseeing award nominations and selection; and,
- (5) Journal Committee, responsible for overseeing the creation and operation of the Society;

The Committee Chairs will report directly to the Council. All Committee members, including the Chair may hold the position for a maximum of 2 years, and are not eligible for re-election by Society members.

Article VII

Treasurer: The Society members shall appoint and compensate a treasurer to assist in carrying on the financial responsibilities of the Society, including receipt and disbursement of funds.

Article VIII

Affiliations: The Society is permitted to affiliate with other organizations to enhance their visibility and promote the field. Proposals for affiliation may be initiated by individual members of the Council or a petition to the Council signed by at least 25% of the regular members of the Society.

To become effective, such proposals must be discussed at a succeeding business meeting of the Society and approved by a two-thirds majority of the Council.

Article IX

Bylaws: The provisions of the Society Constitution shall be carried out in accordance with the current Bylaws of the Society.

Article X

Amendments to the Constitution: Amendments may be initiated by individual members of the Council with support by a second council member, and approved by more than 50% of the council members when more than 50% of the council members are present. Or by a petition to the Council signed by 25% of the regular members of the Society. To become effective, amendments must be discussed at a succeeding business meeting of the Society and approved by a two-thirds majority of the Council.

Article XI

Dissolution: Dissolution of the Society for any cause shall be initiated with a proposal signed by more than 50% of the council members of the Council or by a petition to the Council signed by more than 25% of the regular members of the Society. Such motion or petition must be discussed at a subsequent business meeting of the Society, and must be approved by a two-thirds majority of the Council, and must finally be ratified in a mail ballot by two-thirds of all members of the Society with a return of more than 50% of ballots. Dissolution must be in accordance with applicable regulations of the 1965 Internal Revenue Code, Section 506, or any amendments thereto. All funds and other assets of the Society, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor society which has among its principal purposes the encouragement, development and dissemination of knowledge in the biological or physical sciences, and has qualified as an exempt organization under Section 501 of the 1956 Internal Revenue Code. Such activities or any amendments thereto need not be the only purpose of the successor society. The selection of the successor society must be approved by a two-thirds vote of the Council and named in the Council's minutes and its Articles of Dissolution, but need not be named in the motion of petition for dissolution. At the discretion of the Council, upon approval by a two-thirds vote of the Council, the naming of the selection may be included in the mail ballot submitted to the membership for ratification.

BYLAWS

(Adopted January 2017)

Article I

Business office: The Society shall have the business office wherever the Council may choose for efficient functioning of the Society. The first office will be temporally located at The Ohio State University Center for RNA Nanobiotechnology and Nanomedicine. The Society shall be registered in the State of Ohio accordingly.

Article II

Membership: The Society shall admit to membership applicants eligible under Article III of the Constitution. Three membership levels shall be offered:

- Regular membership: To be eligible, members shall have at least one of the followings: (1) Active research grants; (2) Publications supporting research related to RNA nanotechnology and nanomedicine; and (3) Currently have graduate students and/or postdocs. (4) Hold an office or position at academic institutions or industry.

- Associate membership: To be eligible, members do not have any specific requirements, but must demonstrate a strong interest to engage in RNA nanotechnology and nanomedicine research, teaching and administration.
- Student membership: To be eligible, students need to: (1) be enrolled in a M.S./Ph.D. degree program in an accredited institution; (2) be nominated by a Society member and, if approved sponsored by a Society member; and, (3) submit a statement demonstrating strong interest to engage in RNA nanotechnology and nanomedicine research.

All applicants must complete a Society membership form, accompanied by *curriculum vitae* and submit it to the Society office for approval. Only regular members in good standing shall have the right to vote, to sponsor new members, or to hold office.

Membership benefits: (1) Access to world-class resources to advance their research in RNA nanotechnology and nanomedicine. (2) Eligible to participate in activities of the Society as well as events and conferences; (3) Reduced registration fee for Society meetings; (4) Eligible to seek and form collaborations with members from diverse backgrounds and apply for multi-PI grants from funding organizations; (5) Participation in the nomination and election of the society leadership; (6) Given priority in conference speaker selection; and (7) Receive regular Society messages, such as, new funding opportunities, requests for specific expertise, etc.

Article III

Meetings: The Society is authorized to hold international/national/regional scientific meetings. There shall be a business meeting held annually during a major Society meeting. To constitute a quorum, at least 25% regular members and 50% Council members need to be present. When a quorum is present, action of the Society shall be valid and effective with the affirmative vote of a majority of the members present. Voting by members shall also be allowed by physical or e-mails.

Article IV

Dues: The fiscal year of the Society shall run from July 1 through June 30 of the subsequent calendar year. Membership will be by fiscal year. Founding members will enjoy free membership for the first year. But the membership fee for the second year must be received by the society within 9 months afterwards to demonstrate their interest to join the Society.

Membership dues may be changed from time to time by the Council, subject to approval by a majority vote of the members at an annual business meeting.

Annual dues are payable by July 1 for the next year. Members who have not paid will be notified and if they still have not paid will be dropped from the mailing and subscription lists on the 5th day of July. Members admitted any other time during the fiscal year will be billed for the entire year.

Article V

Society journal: The Society shall have a flagship journal to be named “RNA Nanotechnology and Nanomedicine Journal” (referred herein as “Journal”). Members will be encouraged to publish their original research articles, reviews, and commentaries in this Journal. Members shall receive discounts for publication charges as well as expedited reviews of their manuscripts and subsequent publication in a timely manner.

The Society shall be empowered to enter into agreements with various publishers to enhance the visibility and promote the Journal in the scientific arena.

The Journal will be subject to yearly review by the Council. Journal policies shall be made by the Journal Board, but subject to approval deemed by a two-thirds majority vote of the Council.

Article VI

Duties of Officers:

- President – Preside over all business meetings of the Society; serve as chair of the Council; appoint and change, with the approval of Council, the chair and members of all committees of the Council and Committees; and carry out other activities usually pertaining to the office. He/She shall act as primary spokesperson for the Society.
- Vice-President – assist the President with all administrative, budgetary and operational aspects of the Society. He/she shall serve as acting President, if needed.
- Treasurer – Responsible for custody of all the Society's finances and keeping meeting minutes.
- Council Chairs – Provide leadership for the Council and serve as advisors for the President for setting the strategic direction and upholding the objectives and policies of the Society.

Article VII

Duties of the Council: The duties of the Council shall be to determine the policies for the good of the Society and the science (RNA Nanotechnology, Pharmaceuticals and Basic Sciences) it represents in accordance with the Constitution and to implement the execution of these policies as provided in these Bylaws. It shall oversee the six committees; authorize the expenditure of Society funds; obtain an annual audit of the Society finances; appoint chairs of the committees; and oversee the Society journal. The Council has the power to remove an Officer by a two-thirds vote of the Council members. Furthermore, a vacancy, incapacity, resignation or any other inability to serve in any Officer position shall be filled by appointment by the Council for the remainder of the term or until the next election. The Council shall meet, at the call of the President, several times per year remotely and at least once a year in-person at a Society conference.

Article VIII

Duties of the Committees: The six Committees shall be responsible for managing their respective duties as outlined in the Constitution. The Committees shall meet, at the call of the Council and President, several times per year remotely and at least once a year in-person at a Society conference. The respective Committee chair shall report the activities to the Council.

Article IX

Election and terms of Officers and of Council: Nominations for Officers to become vacant shall be made by the nominating committee. Nominations for Vice-President, Council Chairs and Treasurer shall be made one year prior to the end of the term of the incumbent. Nominations will also be received by petition. The final list of nominees arranged as a ballot shall be mailed to all the members. The candidate receiving the highest number of votes will be elected.

Article X

Amendments to the Bylaws: Amendments to the Bylaws shall be made according to the same procedure as amendments to the Constitution, except that a majority vote shall suffice for ratification. Members of the Society shall be notified in a timely fashion of passed changes to the Bylaws or the Constitution of the Society.

Article XI

Finances: The Society may seek gifts, contributions, donations, and bequests for the purposes of the Society and all funds received by the Society shall be dedicated to and invested solely for the purposes of the Society. All financial obligations of the Society shall be approved by the Council through an annual budget. All financial records of the Society shall be audited annually. All the funds of the Society shall be deposited in the name of the Society in financial institutions

designated by the Council. Checks and other documents and papers shall be signed or endorsed on behalf of the Society by the Treasurer.

No part of the net earnings of the Society shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The Society shall not engage in any activity inconsistent with its provisions for not-for-profit status in *Section 501(c)(3)* of the Internal Revenue Code of the United States; as well as state and federal applicable laws.

The Council may establish from time to time policies with respect to the ethical conduct of its Members, including without limitation, procedures and policies for dealing with conflicts of interest and the discipline of its Members in the event of a breach of any such rules or policies.

Article XII

Personal liability. To the fullest extent that the federal and state laws permit, no Officer of the Society shall be personally liable for damages for any action taken, or any failure to take action, as an Officer, nor shall the Officers and Members be personally liable for the debts, liabilities, or obligations of the Society. Accordingly, the Council may adopt policies governing the indemnification of persons against claims arising out of service to the Society or a related entity.