

By-Laws of BioEM

1. 1 Scope

- 1.1 The purpose of these By-Laws is to further specify the provisions of the Articles of Association (“AoA”).
- 1.2 In the event of any discrepancy between the AoA and these By-Laws which cannot be reconciled by interpretation in accordance with the legal rules of interpretation, the AoA shall prevail.
- 1.3 A proposal to amend or repeal the By-Laws shall be approved by a majority of the Members entitled to vote and present in the General Assembly or taking part in the ballot.

2. 2 Specifications to Article 2.2 AoA (Means Implementing the Purpose)

2.1 Scientific Meetings

- 2.1.1 The Board shall convene an Annual or Biennial Scientific Meeting to be held when possible in conjunction with the General Assembly meeting of the Society.
- 2.1.2 The Board may also convene other such scientific meetings annually at which the results of recent research in the field of bioelectromagnetics shall be presented, alone or in conjunction with other scientific societies or organizations. The Board shall determine rules concerning the conduct of scientific sessions and presentation of scientific papers at all meetings.

2.2 Journal

- 2.2.1 The Board shall appoint an Editor-in-Chief of the Journal for a term of office of three (3) years. The term may be renewable.
- 2.2.2 The Board shall appoint two Senior Editors in the fields of Biomedical Applications and Protection from EMF Exposure, each for a renewable term of office of one year.
- 2.2.3 The Board shall appoint a Journal Committee. The term of office of the members of the Journal Committee shall be two (2) years, which may be renewable. The Editor-in-Chief shall be a member of the Journal Committee.
- 2.2.4 The Board shall appoint an Editorial Board of the Journal that consists of no fewer than four members. The Board shall decide in the appointments upon proposal of the Editor-in-Chief. The term of office of the members of the Editorial Board shall be two (2) years and may be renewable.
- 2.2.5 The Editor-in-Chief shall widely advertise all positions in the Editorial Board in order to attract the very best candidates. The Editor-in-Chief shall submit the applications to the Journal Committee. The Journal Committee shall prepare the proposal which the Editor-in-Chief shall submit to the Board.
- 2.2.6 The Editorial Board shall oversee all technical and professional publications of the Society.
- 2.2.7 The Journal Committee and the Editor-in-Chief shall co-operate in monitoring review rates and review quality.

2.3 Scientific Affiliations with other Societies or Bodies

Scientific Affiliations with other societies or bodies may be established on the proposition of the Board and approval by the simple majority of the General Assembly.

3. 3 Specifications to Article 3 AoA (Funds)

3.1 The funds shall be used in conformity with the purpose of the Society. The treasurer presents the annual budget to the Board and, upon approval by the Board, to the General Assembly. The Board shall, inter alia, substantiate that the proposed use of the funds is actually in accordance with the scope of the Society.

3.2 Only the funds of the Society referred to in Article 3.1 AoA and its assets may be used to meet its running operational activities.

3.3 Sponsorship of meetings shall be approved by the Board.

4. 4 Specifications to Articles 4 and 5 AoA (Membership)

4.1 The Board shall establish a Membership Committee consisting of Board members and further Members of the Society.

4.2 The Membership Committee shall decide on all membership applications except the application for honorary membership.

4.3 Honorary status can be proposed by the Membership Committee members, by the Board or by a petition of not less than ten (10) Full Members of the Society. The final proposal for Honorary status is made by the Board and submitted to resolution by the General Assembly.

4.4 Reinstatement: An expelled Member may petition the Board to be reinstated. Reinstatement is subject to a majority of two thirds of the members of the Board. Reinstatement as a Member is not permitted until five (5) years have elapsed from the Member's expulsion.

5. 5 Specifications to Articles 6 AoA (General Assembly)

5.1 Voting by the General Assembly

5.1.1 A member entitled to vote may vote in person or by proxy by a member who is also entitled to vote. The Member must notify the appointment of his/her proxy to the Executive Secretary.

5.1.2 The ballot voting may be accomplished by any means recording the vote by the member including electronic mail or any other suitable electronic means. Clause 5.3.3 below applies mutatis mutandis also to ballots other than elections.

5.1.3 In case of a tie of votes, the chairman of the meeting or, in the event of a ballot voting, the President of the Society shall have the deciding vote.

5.2 General Assembly Meetings

- 5.2.1 The Executive Secretary shall give written notice of any General Assembly meeting to each Member, giving the location of the meeting and the agenda items. Each Member shall receive the notice of the General Assembly meeting at least forty-eight (48) days in advance.
- 5.2.3 At the regular General Assembly meeting, the President and/or Treasurer shall report on the activities and financial condition of the Society.

5.3 Election Procedures

- 5.3.1 Time: The elections of the Board shall be held in election years prior to the regular General Assembly meeting. Those elected shall take office at the General Assembly meeting.
- 5.3.2 Nominating Committee:
- a. Immediately after the annual General Assembly prior to an election year, the Board shall appoint a Nominating Committee consisting of the President and three (3) Board members who cannot be re-elected.
 - b. The Nominating Committee shall elect its chairperson upon its appointment.
 - c. Ten (10) Full Members may submit a suggestion of eligible Members to run for office to the Nominating Committee not later than sixty (60) calendar days prior to the election date. The Nominating Committee shall add a sufficient number of further suggestions if it has not received a sufficient number of suggestions of eligible Members to run for office who confirmed their candidacy.
 - d. The Nominating Committee shall provide to the Election Officer not later than thirty (30) calendar days prior to the election date a proposal with not less than two (2) candidates for the position of President-Elect and for the other Board members a proposal with not less than two more candidates than positions to be filled. The nominees can only be candidates for one position and must have confirmed their candidacy to the Nominating Committee.
- 5.3.3 Election Officer:
- a. The Board shall appoint an Election Officer who shall generally be the Executive Secretary.
 - b. At the General Assembly in between two election years, the Election Officer shall request the Members to suggest eligible Members to run for office and explain the procedure for making suggestions by petition.
 - c. The Election Officer shall prepare the ballot voting based on the list of candidates received from the Nominating Committee. In the event the ballot is held electronically, the Election Officer shall arrange the electronic ballot platform.
 - d. The Election Officer shall give notice of the ballot voting to each Member entitled to vote not later than twenty (20) days prior to the election date. The Election Officer shall make available the ballot instructions, the necessary information materials (including CV of each candidate), voting materials and, in the event the ballot is held electronically, provide electronic access to the Members entitled to elect.

- e. The Election Officer shall certify and count the ballots and report the results to the President, the Board, the Candidates and subsequently to the Members.

5.3.4 Election Vote: A Member may elect in the ballot one (1) person for each Board position to be filled. Ballots received later than the date prescribed in the ballot instructions will be considered null and void.

6. 6 Special Meetings of Members

Special Meetings of the Members shall be deemed meetings of Members other than regular or extraordinary General Assembly meetings such as workshops, thematic or regional meetings of Members. Special Meetings shall be called by the President with the approval of the Board or of not less than ten (10) per cent of the Members entitled to vote. Its purpose shall be communicated to the Members. General Assembly business may not be dealt with at a Special Meeting.

7. 7 Specifications to clause 7 AoA (Board)

7.1 Members

In addition to the President and the President-Elect, the Board shall consist of nine (9) further members.

7.2 Meetings

7.2.1 Meetings of the Board shall be held at such time and place as may be fixed by the Board.

7.2.2 An annual meeting of the Board shall be held immediately before or/and after the regular General Assembly meeting. Those organizations or societies with which cooperative agreements have been established may be invited to send a liaison representative to the Board's annual meeting.

7.2.3 Any further meeting of the Board may be called by the President at his/her own initiative and shall be called at the written request of five (5) or more Board members.

7.2.4 The place and time of any further meeting shall be as fixed in the written notice of the meeting, which notice shall be delivered no less than three (3) weeks prior to a physical meeting and no less than three (3) days prior to a phone, electronic or other non-physical meeting. The notice of a meeting shall state the business to be transacted.

7.2.4 Any Board member may participate in a meeting of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

7.3 Powers and Duties

7.3.1 The Board members may delegate certain of their duties to the officers of the Society, but such delegation shall not relieve the Board of the responsibility for any action so taken.

7.3.2 President: The President shall be the principal executive officer of the Society and, subject to the direction of the Board, shall supervise and control all the business,

affairs, and assets of the Society and exercise general supervision over its officers and members. He/she shall preside at all meetings of the Board. He/she shall see that all orders and resolutions of the Board are carried into effect.

- 7.3.3 President-Elect: The President-Elect shall generally assist the President. In case of unavailability of the President, the President-Elect shall replace him/her in all his/her duties and actions.
- 7.3.4 Executive Secretary: The Executive Secretary shall assist in carrying out the functions of the Society under the direction of the Board and support the President. The Executive Secretary shall formally call for all meetings of the General Assembly upon instruction of the President and keep the minutes of the meetings of the Board and the General Assembly. The Executive Secretary shall make sure that enough notice is given for all such meetings and respect the mandatory timing assigned by Articles of Association and these By-Laws.
- 7.3.5 Treasurer: The Treasurer is responsible for the financial management of the Society. His/her main tasks are to manage the membership subscriptions, maintain financial records, manage all the financial transactions of the Society, prepare the financial reporting of the ongoing year and the budget of the following year, assist local organizers for the annual scientific meeting, take care of insurance of the Society and the Board, and manage contracts with external support providers when needed.

7.4 Committees

- 7.4.1 The Board may appoint from among its members or members of the Society one or more committees to support the Board in carrying out specific tasks, to include not fewer than two (2) board members. Proposals from the Committees are submitted to the Board decision. The Board may delegate decisions to the Committees.
- 7.4.2 The Society may have an Advisory Committee, appointed by the Board, which shall be composed of distinguished Members of the Society and of Societies with which co-operative agreements have been established, whose advice and consultation may be valuable in the establishment of policy by the Board.

7.5 Resignation of Board Members

Any Board member may resign at any time by giving written notice of such resignation to the Board, the President, or the Executive Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt, and the acceptance of such resignation shall not be necessary to make it effective.

7.6 Removal

- 7.6.1 One or more Board member(s) may initiate removal of any other Board member whenever in its/their judgement the best interests of the Society would so require. Removal of a Board member may be also initiated by a formal petition that shall state the reasons for removal and be signed by not less than ten (10) Members. The petition shall be presented to the President.
- 7.6.2 Determination. The Board shall meet as a Committee-of-the-whole in closed session for these proceedings. The decision to propose removal is made by the vote of a majority of two thirds of the members of the Board, provided that the Board member considered for removal has afore been given the right to be heard and such hearing has

been minuted. The Board member considered for removal shall not otherwise participate in the determination. Final decision is made by the General Assembly.

- 7.6.3 Opportunity for Defense at the General Assembly. A Board member considered for removal for cause shall be afforded a reasonable opportunity to have oral or written testimony or other evidence presented on his or her behalf. Signers of the petition shall have similar rights.
- 7.6.4 If the President is considered for removal, the President-Elect shall act as President for this procedure and the General Assembly should be given notice within 15 days after the Board decision.

7.7 Vacancy

- 7.7.1 A vacancy in the office of President, Executive Secretary, or Treasurer by reason of death, resignation, or removal shall be filled, for the remaining portion of the term of office, by the President-Elect, or a chosen Board member, respectively.
- 7.7.2 A vacancy in the office of President-Elect shall not be filled. If the office of President-Elect has become vacant, a President shall be elected at the next election of the Board. For the election of the President, the provisions for election of the President-Elect shall apply by analogy.

7.8 Compensation and Reimbursement

By vote of the Board, expenses, if any, may be allowed for attendance at each regular or special meeting of the Board.

8. 8 Specifications to clause 8 AoA (Auditors)

- 8.1 The Board shall submit a proposal for an independent auditing company to the General Assembly.
- 8.2 The Auditors shall audit the financial statement of the Society every year and prepare the Auditors' report addressed to the General Assembly. During the year, the Auditors may check the accounts of the Society on a random basis.
- 8.3 In the event that the Society should become obliged pursuant to Article 69b of the Swiss Civil Code¹ to submit its annual financial statements to an ordinary or a limited audit, the respective provisions of the Swiss Code of Obligations shall apply.

1 Art. 69b of the Swiss Civil Code: Auditor

¹ The Association shall have its accounting audited on an ordinary basis if it exceeds two of the following amounts:

- a. Balance sheet total of 10 Million Swiss Francs;
- b. Sales revenue of 20 Million Swiss Francs;
- c. full time employment posts in average per year.

² The Association shall have its accounting audited by an auditor on a limited basis if a member or the association who is personally liable or is under an obligation to make an additional contribution so requests.

³ The provisions of the Code of Obligations on the auditor apply by analogy.

⁴ In all other cases the articles or association and the general assembly may freely regulate matters concerning the auditing.

9. 9 Fiscal Year

The fiscal year is from January 1st to December 31st.

10. 10 Transitional Provisions

10.1 Deviating from the provisions set out in the AoA and above, the following shall apply to the first Board:

10.1.1 The first Board shall be elected by the Founding Assembly.

10.1.2 The first Nominating Committee shall be established by persons who are not candidates for a position in the Society as follows:

- a. two members of the Council of the European Bioelectromagnetics Association appointed by its Council;
- b. two members of the Board of The Bioelectromagnetics Society appointed by its board;
- c. the chairperson appointed by the president of the European Bioelectromagnetics Association and the president of The Bioelectromagnetics Society.

10.1.3 For the first election, the Nominating Committee shall, provide a proposal of two (2) candidates for the position of the President.

10.1.4 The nine further Board members of the first term of office shall be elected as follows:

- a. five (5) Board members shall be elected pursuant to the general rules;
- b. deviating from clauses 5.3.2 and 5.3.3 above, of the further four (4) Board members, two (2) shall be appointed by the Council of the European Bioelectromagnetics Association and two (2) shall be appointed by the board of The Bioelectromagnetics Society. The terms of office of these four appointed Board members shall not be renewable.

10.2 Otherwise than set forth in clause 10.1, the provisions of the AoA and above shall apply to the first Board without deviation.

11. 11 Entry into Force

10.1 These By-Laws have been approved by the founding assembly on Friday October 1st, 2021.

10.2 They enter into force with immediate effect.