BYLAWS OF NEW ENGLAND CYTOMETRY

ARTICLE I — NAME AND PURPOSE

Section 1.01 Name. The name of this organization shall be New England Cytometry Inc., hereinafter referred to as "NECyto."

Section 1.02 Purpose. NECyto is organized exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and specifically as a public charity under Section 509(a)(2).

The primary activity of NECyto is hosting scientific meetings in the New England area, which may feature educational speakers, scientific presentations, vendor exhibitions and catering, and which are funded by vendor fees and attendee registration fees.

All generated revenue shall cover costs including food, promotional items, venue rental, speaker travel reimbursements and/or honoraria, and minor operating costs (such as legal, accounting, or platform fees).

Section 1.03 Limitations. No part of the net earnings of NECyto shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that NECyto shall be authorized to reimburse or pay reasonable compensation for services rendered, in accordance with Article VIII, and in furtherance of the purpose set forth in Section 1.02.

ARTICLE II — MEMBERSHIP AND GOVERNANCE

Section 2.01 Open Membership. General membership in NECyto shall be open to anyone who has an interest in cytometry and supports NECyto's stated purposes. Membership shall be voluntary and shall not require payment of annual membership dues.General membership is a nonvoting, community participation designation and shall not constitute statutory corporate membership under M.G.L. c. 180. General membership shall not confer authority to act on behalf of NECyto or bind the organization to any obligation.

Section 2.02 Strict Governance. NECyto shall be strictly governed by its Board of Directors, in accordance with the NECyto Bylaws and with Massachusetts General Laws Chapter 180 (M.G.L. c. 180). Any action or power which by law requires a vote of the membership shall instead be vested in and exercised solely by the Board of Directors.

Section 2.03 Amendments to Bylaws. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a simple majority vote of the Board of Directors at any regular or special meeting where a quorum is present and proper notice has been given.

ARTICLE III — BOARD OF DIRECTORS

Section 3.01 Composition and Size. The Board of Directors shall consist of the Executive Officers and the Directors-at-Large. The Board shall consist of no fewer than five (5) and no more than fifteen (15) Directors, with the exact number to be determined from time to time by vote of the Board.

Section 3.02 Responsibilities. Directorship requires a commitment of time and effort toward planning and executing the Annual Meeting and other organizational activities, further outlined in Section 5.0.1 and 5.0.6.

Section 3.02 Non-Voting Members of the Board. Non-Voting Members of the Board are welcome to attend and participate in Board meetings, but are not eligible to vote, and their presence or absence does not affect quorum.

- Individuals who are primarily employed by commercial cytometry vendors are welcome to join as non-voting members of the Board. Due to inherent conflicts of interest, no individual employed by a commercial cytometry vendor may serve as Director or hold any Executive Office. Any consultation or payment provided by a commercial cytometry vendor to a director must be disclosed in writing via email to the Board within 30 days of initiating the working relationship to determine any conflict of interest.
- Emeritus board members who have historically held a seat as a board member are welcome to join as non-voting members of the Board.
- Non-voting members may request to participate in meetings as desired by emailing the NECyto contact email, but will not be on a standing invitation unless otherwise requested.

ARTICLE IV — EXECUTIVE OFFICERS

Section 4.01 Executive Officers. The Executive Officers of NECyto shall be a President, a Vice President, a Clerk, and a Treasurer.

Section 4.02 Statutory Clerk Provision. Pursuant to M.G.L. c. 180, § 6A, the recording officer of the Corporation is legally considered the Clerk. To maintain compliance with Massachusetts law, the individual serving as Secretary must be a resident of the Commonwealth of Massachusetts.

Section 4.03 Duties of the Clerk. The Clerk shall:

a. record and keep the minutes of all meetings of the Board of Directors,
b. maintain the corporate records,
c. keep track of terms, and
d. fulfill the legal notice requirements of the organization.

Section 4.04 Duties of the Treasurer. The Treasurer shall:

a. have custody of all NECyto funds,
b. keep strict books of account
c. provide financial reports at Board meetings, and
d. ensure timely compliance with 509(a)(2) non-profit tax obligations and state filings (Form PC).

Section 4.05 Duties of the President The President shall:

a. schedule and preside over Board Meetings,
b. preside over the Annual Meeting, and
c. represent NECyto in formal communications.

Section 4.06 Duties of the Vice President. The Vice President shall:

a. train under the President to step in as needed,
b. be prepared to take over the duties of President, should the President be absent, or in the event the President steps down.

Section 4.07 Delegation. Duties may be delegated as needed, but delegation does not relieve the Executive Officer of their responsibility to ensure their assigned duties are fulfilled.

ARTICLE V — ELECTIONS

Section 5.01 Election to the Board of Directors. An individual may join the Board of Directors upon nomination by a sitting Director and approval by a simple majority vote of the Board. Nominees shall be provided the NECyto Code of Conduct and must agree to abide by it. Nominees shall disclose conflicts of interests with the potential to impair their impartiality with respect to research, vendors, or the noncommercial educational mission of NECyto. Any individual with a substantial conflict of interest shall be ineligible for election to the Board of Directors. Nominees must confirm that they will be able to actively participate in monthly meetings. Lack of routine participation may result in removal from appointment, at the discretion of the Board further described in section 5.0.6.

Section 5.02 Election of Executive Officers. Directors may self-nominate or be nominated for any executive position, barring term limit exclusions. Election will take place by simple majority vote of the Board.

Section 5.03 Term Limits and Continuity

There is no term limit for the position of Director-at-Large.

- Executive Officers are term-limited as follows:
    - A standard term for a Executive Officer is defined as four consecutive Annual Fall Meetings, renewable once, for a limit of eight consecutive Annual Meetings, before they must step down or transition to a different role. Executive Officers will start their term at the completion of the Annual Fall Meeting before their term.

Section 5.04 Vacancy. In the event of vacancy of the office of President, the Vice President shall serve as President, until an election takes place. In the event of vacancy of any other Executive Office, the President shall appoint a sitting Director-at-Large to serve until an election takes place.

Section 5.05 Resignation. An Executive Officer or Director-at-Large may resign at any time by providing written notice via email to the Board.

Section 5.06 Removal. An Executive Officer or Director-at-Large may be removed for habitual non-attendance of Board Meetings, or violation of the code of conduct, by a two-thirds majority vote of all members of the Board of Directors.

ARTICLE VI — BOARD MEETINGS

Section 6.01 Schedule.

- **Regular Meetings:** The Board shall meet regularly at times established by the Board under the leadership of the President. Notice of the time and place of regular meetings shall be given to each Director via email at least seven (7) days prior to the meeting.
- **Emergency Meetings:** In the event that an emergency meeting must be called with less than forty-eight hours notice, Directors may waive notice before or after the meeting, provided it is done in writing and filed with the minutes. Attendance at the meeting also constitutes a waiver of notice. An emergency meeting is defined as a meeting that is determined necessary to resolve a time sensitive matter impacting the organization or event sponsored by the organization.

Section 6.02 Quorum for Action. A simple majority of the current Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise required by law or stated within these bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6.02 Unanimous Written Consent in Lieu of Vote. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a simple majority or 2/3 of directors, as required by law, consent to the action

in writing (including electronically). Such written statements of consent shall be filed with the minutes of NECyto and treated as a vote at a meeting.

ARTICLE VII — LIABILITY AND INDEMNIFICATION

Section 7.01 Elimination of Personal Liability. No director or officer of NECyto shall be personally liable to NECyto for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability is not permitted under M.G.L. c. 180 or other applicable Massachusetts law.

Section 7.02 Indemnification. NECyto shall, to the extent legally permissible under Massachusetts law, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which he or she may be made a party by reason of serving in such capacity, provided that the individual acted in good faith and in a manner they reasonably believed to be in the best interests of NECyto.

ARTICLE VIII — BUDGET AND SPENDING

Section 8.01 Fiscal Year. The fiscal year of NECyto shall begin on July 1 and end on June 30 of the following calendar year.

Section 8.02 Annual Meeting Expenses. On behalf of NECyto, Directors may execute vendor contracts, secure venues, pay caterers, purchase promotional merchandise, reimburse speakers for travel expenses, provide honoraria to speakers, and make other expenditures directly tied to the planning and execution of the Annual Meeting.

Section 8.03 Non-Meeting Expenses. For any expense unrelated to the Annual Meeting (e.g., website hosting, domain renewal, technological services, legal filing fees):

- Expenditures under $250 may be approved at the President or Treasurer's discretion. Cumulative expenses beyond $250 per month must be approved by the simple majority.
- Any expenditure exceeding $250 requires a formal review and a simple majority vote of approval by the Board of Directors.

ARTICLE IX — DISSOLUTION

Section 9.01 Distribution of Assets. Upon the dissolution or liquidation of NECyto, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute any remaining assets exclusively to one or more scientific or educational non-profit organizations organized under Section 501(c)(3) of the Internal Revenue Code, preferably focused on the advancement of cytometry or biological research.

NEW ENGLAND CYTOMETRY: CODE OF CONDUCT & ENFORCEMENT

NECyto is committed to providing a safe, professional, and respectful environment for all participants, including meeting attendees, speakers, sponsors, vendors, and Members of the Board. This Code of Conduct covers all in-person meetings, virtual spaces, and official communications associated with NECyto.

The purpose of this Code of Conduct is to establish minimum expectations of behavior. If you feel you are being subjected to, or notice that someone else is being subjected to, behavior that violates this Code of Conduct, contact any NECyto Board member.

Voting Members of the Board are expected to remain vendor neutral and to recuse themselves from voting in the event they may have a conflict of interest. Selection of speakers and posters for scientific sessions shall remain independent of vendor or sponsor influence.

All members and participants are expected to uphold scientific integrity and act in the best interest of the cytometry community.

Prohibited behavior includes, but is not limited to:

- Derogatory or prejudicial comments or images related to age, gender, sexual orientation, race, religion, disability, or other personal characteristics;
- Harassing, discriminatory or abusive jokes, comments, speech and/or actions;
- Aggressive behavior, unwelcome following or stalking, or unwelcome touching;
- Inappropriate use of nudity or sexual images in public spaces, communication with another NECyto member, email, text, or social media;
- Unwelcome photography, including failing to stop photographing or recording upon explicit request or appearance of discomfort (turning away or covering one's face, etc);
- Photographing posters or slides, or audiovisual recording of sessions, when notice is given the speaker or venue does not consent to such recording or photography;
- Disruption of scientific talks or other sessions;
- Violating venue rules;
- Noncompliance with instructions from event or venue staff.

PROPOSED ENFORCEMENT PROTOCOLS (Committee Review Options)

Progressive Discipline & Temporary Restrictions

- **On-Site Action:** For first-time or non-violent behavioral infractions, a designated Board member or event officer will issue a formal, documented verbal warning to the individual. Continued non-compliance or subsequent disruption will result in the individual being asked to leave the venue for the remainder of the current event without a refund.
- **Authority:** Immediate safety evictions can be executed on the spot by an active event officer. However, long-term disciplinary actions, such as a ban from attending the following year's annual meeting, require a formal session of the full Board.
- **Due Process:** Before a temporary or permanent ban is finalized, the accused individual will be provided with a written notice of the allegations via email and granted a 14-day window to submit a written response for the Board's consideration before a final vote is taken.