

BYLAWS
OF
INTERNATIONAL NEUROENDOCRINE FEDERATION

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BYLAWS
OF
INTERNATIONAL NEUROENDOCRINE FEDERATION

ARTICLE I
NAME AND LOCATION

1.1 Name. The name of the Corporation is International Neuroendocrine Federation (the "Corporation").

1.2 Location. The location and post office address of the registered office of the Corporation is University of Pittsburgh School of Medicine, Center for Research in Reproductive Physiology, Magee Womens Research Institute, 204 Craft Avenue, Room B311, Pittsburgh, Pennsylvania 15213. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

ARTICLE II
PURPOSES

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

ARTICLE III
BOARD OF TRUSTEES

3.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Trustees ("Board"). In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the Corporation and do all lawful acts and things that are not prohibited by applicable law, by its Articles of Incorporation or by these Bylaws.

3.2 Qualification. Any natural person of full age, whether or not a resident of the Commonwealth of Pennsylvania, may serve as a Trustee of the Corporation. Trustees shall have such scientific and/or academic experience in neuroendocrinology as the national neuroendocrine societies and regional neuroendocrine groups described in Section 3.4 shall determine.

3.3 Number. The Board of Trustees shall consist of at least 10 and no more than 20 voting Trustees, or such number as the Board of Trustees may determine from time to time.

3.4 Term/Election/Vacancy. The Trustees shall be elected by those national neuroendocrine societies and regional neuroendocrine groups set forth at Exhibit "A," attached hereto and incorporated herein by reference. The national neuroendocrine societies at Exhibit

"A" shall annually appoint a representative to act as a Trustee, in the manner such national neuroendocrine societies shall determine, which Trustee shall serve a one (1) year term, or until their successor is appointed and qualified. The regional neuroendocrine groups at Exhibit "A" shall quadrennially appoint a representative to act as a Trustee, in the manner such regional neuroendocrine groups shall determine, which Trustee shall serve a four (4) year term, or until their successor is appointed and qualified. The expiration dates of the regional neuroendocrine group appointed Trustees' terms shall be staggered such that, as nearly as practicable, one-half shall be elected biennially. The regional neuroendocrine group appointed Trustees may serve no more than two (2) terms. In the event of any vacancy which occurs on the Board, regardless of the cause of such vacancy, the national neuroendocrine society or regional neuroendocrine group that appointed such Trustee shall, as quickly as possible, identify and appoint a Trustee to fill the vacated seat until the expiration of the departing Trustee's then-current term.

3.5 Meetings. Regular meetings of the Board shall be held at such times and places as the Board may determine from time to time. Special meetings of the Board may be called at any time by the President, or more than one-third of all voting Trustees. Meetings of the Board may be held at any location within or without the Commonwealth of Pennsylvania.

3.6 Notice. Written notice from the Secretary of the time and place of all meetings of the Board shall be delivered to each Trustee at least twenty eight (28) days prior to the date of such meeting (unless a longer period of notice is required by applicable law or by these Bylaws). Notice shall be delivered personally, by mail, by courier service, by facsimile or by e-mail. If notice is given by mail or by courier service, such notice shall be deemed to be delivered in the case of mail when deposited in the United States mail, postage prepaid, and in the case of courier service when deposited with a recognized courier service for delivery within three (3) business days, charges prepaid, and in each case addressed to the Trustee at the Trustee's most recent address listed in the records of the Corporation. In the case of facsimile or email, the notice shall be sent to the Trustee's email address or facsimile number appearing on the books of the Corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of the meeting unless otherwise required in these Bylaws.

3.7 Quorum. A majority of the voting Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

3.8 Voting. Each voting Trustee shall be entitled to one vote on any matter submitted to a vote of the Board. The acts approved by the affirmative vote of a majority of the voting Trustees present at a meeting at which a quorum is present shall be the acts of the Board, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws. The Officers of the Corporation shall be invited to, and have a right to participate in, without vote, all regular and special meetings of the Board. Notwithstanding the foregoing, the President may cast the tiebreaking vote in the event of a tied vote of the Board.

3.9 Resignation/Removal. A Trustee may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board of Trustees and, unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed from office by the national neuroendocrine society or regional neuroendocrine group that appointed such Trustee, with or without cause. Resignation or removal of a Trustee shall also constitute his or her resignation or removal as an officer and as a member of any committee of the Board of Trustees.

3.10 Liability of Trustee. A Trustee shall not be personally liable, as such, for monetary damages for any action taken, or the failure to take any action, unless: (i) the Trustee has breached or failed to perform the duties of such Trustee's office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law or any successor act or provision relating to standard of care and justifiable reliance; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This Section 3.10 shall not apply to: (i) the responsibility or liability of a Trustee pursuant to any criminal statute; or (ii) the liability of a Trustee for the payment of taxes pursuant to local, State or Federal law.

ARTICLE IV **OFFICERS**

4.1 Officers. The officers of the Corporation shall be a President, Secretary and Treasurer.

The Board, at the meeting in the second year after the quadrennial International Congress of Neuroendocrinology (following any election of Trustees), shall elect the officers from and among nominees proposed by the Trustees from among the constituencies of the various national neuroendocrine societies and regional neuroendocrine groups at Exhibit "A." The Secretary shall call for such nominations approximately six (6) months prior to the meeting at which the officers are to be elected. All nominations must be delivered to the Secretary at least four (4) weeks before the meeting at which the officers are to be elected. Each Trustee may propose not more than one nominee for each post and shall provide such supporting documentation as requested by the Board of Trustees from time to time. The Secretary shall circulate the list of candidates and supporting documentation to the Trustees at least three (3) weeks prior to the meeting in the second year after the quadrennial International Congress of Neuroendocrinology. The Board may create such other offices as it deems necessary or desirable and shall fill, or authorize the President to fill, any additional offices created by the Board. The persons occupying the offices specified in this Article, together with such other offices created by the Board and designated as such, shall be the officers of the Corporation ("Officers"). The Officers shall have such powers and duties as these Bylaws prescribe or as the Board may determine from time to time and, except as otherwise set forth herein, shall serve at the discretion of the Board. Except in the case of a vacancy, no office may be held by the same person. All Officers shall hold office for a term of four (4) years (or such other term as the Board shall determine for any office from time to time) or until their successors are elected or appointed, as the case may be, and have qualified, unless sooner removed by the Board or the President in accordance with their respective powers set forth herein. No Officer may hold office for more than one (1) term.

4.2 President. The President shall be the chief executive officer of the Corporation and shall serve as the presiding officer at all meetings of the Board. The President shall be responsible for the management of the Corporation, including the general supervision of all operations and personnel of the Corporation, subject in all cases to the policies and directions of the Board and shall perform such functions as the Board may direct. The President shall be the official representative of the Board but only to the extent to which the Board may prescribe.

4.3 Secretary. The Secretary shall keep the minutes of all meetings of the Board and shall have charge and custody of the records and seal of the Corporation. The Secretary shall have such other duties and responsibilities as are customarily associated with such office, or are assigned by the President or the Board.

4.4 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall cause the maintenance of an accurate accounting system and the presentation of financial reports to the President and the Board in such manner and form as the President or the Board may from time to time determine. The Treasurer shall have such other duties and responsibilities as are customarily associated with such office, or are assigned by the President or the Board.

4.5 Resignation/Removal. Any Officer may resign from office at any time by providing notice to the President or Secretary of the Board of Trustees. At the time of resignation from office, the resigning Officer will no longer be eligible to remain as a Trustee of the Board. Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the voting members of the Board of Trustees of the Corporation at a meeting at which a quorum is present if such majority agrees that the best interests of the Corporation are served thereby.

4.6 Vacancy. A vacancy in any office may be filled by the Board in the manner set forth for the quadrennial election or appointment to such office. A vacancy in certain other offices may be filled by the President, if the President was previously authorized to fill the office now vacant.

4.7 Delegation of Duties. In the absence of any Officer, or for any other reason deemed sufficient by the Board, or the President if the President is authorized to fill such office, the Board or the President, as the case may be, may delegate, for the time being, the powers and duties, or any of them, of such Officer to any other Officer, or to any Trustee or other person that the Board of Trustees or the President may select.

ARTICLE V

STANDING AND ADVISORY COMMITTEES OF THE BOARD

5.1 Standing Committees. The Board may establish such Standing Committees of the Board as it deems necessary or desirable ("Standing Committees") including, without limitation, the Executive Committee, International Congress of Neuroendocrinology Organizing Committee and Publications Committee. The Board may delegate such authority to a Standing Committee

as it deems appropriate and is not prohibited by applicable law. All Standing Committees and their members shall serve at the discretion of the Board.

5.2 Executive Committee. There shall be an Executive Committee of the Board which shall consist of the Corporation's President, Secretary and Treasurer. The Executive Committee shall be subject in all respects to the authority and direction of the Board and shall have and exercise the power and authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board to the extent allowed by applicable law and these Bylaws.

5.3 International Congress of Neuroendocrinology Organizing Committee. The International Congress of Neuroendocrinology Organizing Committee shall consist of a chair (who is not a member of the Board of Trustees), the Corporation's President, Secretary and Treasurer, and additional committee members making up a broad representation of the national neuroendocrine societies and regional neuroendocrine groups at Exhibit "A." The chair of the International Congress of Neuroendocrinology Organizing Committee shall be elected by the Board, at the quadrennial meeting of the International Congress of Neuroendocrinology (following any election of Trustees) in the same manner as the Corporation's officers in accordance with the provisions of Section 4.1 of these Bylaws. The International Congress of Neuroendocrinology Organizing Committee shall generally be responsible for developing the scientific programme for the International Congress of Neuroendocrinology.

5.4 Publications Committee. The Publications Committee shall consist of a chair (who is not a member of the Board of Trustees), two (2) additional members elected by the Board of Trustees, and the Corporation's President, Secretary and Treasurer (ex-officio with vote), and any editor-in-chief of any journal(s) officially endorsed by the Corporation (ex-officio with vote). The chair of the Publications Committee and the two (2) additional members elected by the Board of Trustees shall be elected in the same manner as the Corporation's officers in accordance with the provisions of Section 4.1 of these Bylaws.

5.5 Advisory Committees. The Board may establish one or more Advisory Committees to serve at the discretion of the Board and to advise the Board in the performance of its duties. Persons may be appointed to serve on an Advisory Committee who are not Trustees, provided that the chair of any Advisory Committee shall be chosen from among the Trustees. No Advisory Committee may have or exercise any authority of the Board to manage the business or affairs of the Corporation. All Advisory Committees and their members shall serve at the discretion of the Board.

5.6 Term. Each member of a Standing or Advisory Committee shall continue as such until the next meeting of the Board or until his or her successor is elected or appointed and has qualified, unless sooner removed or unless an Advisory Committee is sooner disbanded by the Board. Vacancies in the membership of any Standing or Advisory Committee shall be filled by appointments made in the same manner as the initial appointments to such committee in accordance with these Bylaws.

5.7 Removal. Any member of a Standing or a Committee Advisory Committee may be removed at any time by the Board, with or without cause.

5.8 Quorum. A majority of the members of a Standing or Advisory Committee shall constitute a quorum for the transaction of any business, and the acts of a majority of the committee members present at any meeting at which a quorum is present shall be the acts of such committee, in each case unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

5.9 Minutes, Procedures and Reports of Committees. The chair of each Standing and Advisory Committee shall designate a secretary, who need not be a member of such committee. Notice of committee meetings shall be delivered to each member at least three days prior to the meeting and otherwise as prescribed in these Bylaws. Each Standing and Advisory Committee shall establish procedural rules consistent with applicable law, these Bylaws and the policies and directions of the Board, shall keep minutes of each of its meetings and shall issue such reports as the Board may request.

ARTICLE VI

INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER PERSONS

6.1 Mandatory Indemnification of Trustees and Officers. The Corporation shall indemnify any of its Trustees and Officers to the fullest extent permitted by law, including but not limited to a Trustee or Officer who was or is a party, witness, subject or is otherwise involved in or is threatened to be made a party to any threatened, pending or completed action, investigation or proceeding, whether civil, criminal, administrative or investigative (including but not limited to any action by or in the right of the Corporation), by reason of the fact that such Trustee or Officer is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement actually incurred by such Trustee or Officer in connection with the action or proceeding.

6.2 Discretionary Indemnification of Other Persons. The Corporation may, in the sole discretion of the Board of Trustees, except as provided in Section 6.4 below, indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such other person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever, against expenses (including attorneys' fees) judgments, fines, amounts paid in settlement actually incurred by such other person in connection with the action or proceeding if such other person acted in good faith and in a manner such other person reasonably believed to be in, or not opposed to, the best interests of the

Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

6.3 Mandatory Indemnification of Other Persons. To the extent a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 6.2 or in defense of any claim, issue or matter therein, such representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such representative in connection therewith.

6.4 Indemnification Prohibited. Notwithstanding any provision of the foregoing Sections 6.1 through 6.3 to the contrary, no indemnification may be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

6.5 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 6.1 or 6.2 of this Article shall be paid under Section 6.1, and, may be paid under Section 6.2, by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under such Sections, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

6.6 Survival. The indemnification and advancement of expenses provided in this Article shall continue as to a person who has ceased to be a Trustee or Officer of the Corporation, or who has ceased to serve in any other capacity described in Section 6.1, and may continue with respect to such other person who has ceased to serve in such capacity described in Section 6.2 of this Article, and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such Trustee, Officer or other person.

6.7 Nonexclusivity. Nothing herein contained shall be construed as limiting the power or obligation of the Corporation to indemnify any person in accordance with the Pennsylvania Nonprofit Corporation Law, as amended. The indemnification and advancement of expenses provided under this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of the Board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

6.8 Enforcement. The Corporation shall also indemnify any person against expenses, including attorneys' fees, actually and reasonably incurred by such person in enforcing any right to indemnification under this Article, or under the Pennsylvania Nonprofit Corporation Law, as amended.

6.9 Reliance. Any person who shall serve as a Trustee or Officer of the Corporation or any such person who shall serve, at the request of the Corporation, as a director, officer, trustee or fiduciary of another corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever shall be deemed to do so with

knowledge of and in reliance upon the rights of indemnification provided in this Article, and in the Pennsylvania Nonprofit Corporation Law, as amended.

ARTICLE VII **CONFLICTS OF INTEREST**

7.1 Adoption of Policy. The Board shall adopt a policy on conflicts of interest to provide for appropriate disclosure by interested persons who may have a financial interest in a proposed transaction or arrangement involving the Corporation and to provide an objective means for identifying and resolving any conflicts of interest which may result.

7.2 Periodic Review. The Board shall provide for a system of periodic reviews to ensure compliance with the conflicts of interest policy and that the Corporation's operations do not result in any impermissible private benefit.

7.3 Annual Statements. Each member of a Standing or Advisory Committee of the Board and all other Trustees and Officers of the Corporation shall annually sign a statement to the effect that he or she has received, read, understands and agrees to comply with the provisions of the conflicts of interest policy.

ARTICLE VIII **MISCELLANEOUS PROVISIONS**

8.1 Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

8.2 Consent of Trustees and Committee Members in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Trustees or of any committee may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, shall be signed by all of the voting Trustees or respective committee members, as the case may be, and is subsequently filed with the Secretary of the Corporation.

8.3 Telephone Board and Committee Meetings. Any Trustee or member of a Standing or Advisory Committee may participate in any meeting of the Board or such committee, as the case may be, by means of a conference telephone or similar communications equipment through which all persons participating in such meeting can hear all other persons so participating. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

8.4 Contracts. The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific circumstances.

8.5 Loans/Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

8.6 Checks, Drafts. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

8.7 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE IX **REVIEW AND AMENDMENT OF BYLAWS**

The Board of Trustees shall review these Bylaws biennially and make revisions as necessary in accordance with this Section. Written notice of all proposed Bylaw amendments shall be delivered to each Trustee at least three (3) months before the amendment is presented for adoption. Notice shall be given in accordance with these Bylaws. Once the notice requirement has been fulfilled, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted upon the affirmative vote of two-thirds of the Trustees present and voting at a meeting of the Board of Trustees at which a quorum is present.

EXHIBIT "A"

The national neuroendocrine societies and regional neuroendocrine groups listed below shall have the authority to elect the Trustees as set forth in the Bylaws:

Societies:

1. American Neuroendocrine Society
2. Society for Behavioral Neuroendocrinology
3. British Society for Neuroendocrinology
4. Japan Neuroendocrine Society
5. Polish Neuroendocrine Society
6. Romanian Society of Psychoneuroendocrinology
7. Societe de Neuroendocrinologie

Regional Groups:

8. Canadian Regional Group
9. European Regional Group
10. Korean Regional Group
11. Latin American Regional Group
12. Indian Regional Group
13. Australasian Neuroendocrine Group
14. Pakistan Neuroendocrine Group
15. Hungarian Neuroendocrine Section
16. Neuroendocrine Society (Turkey)
17. South Mediterranean Neuroendocrine Group
18. Chinese Group for Neuroendocrinology