

SCIENTIFIC MANUFACTURERS ASSOCIATION NY/NJ, INC.

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SCIENTIFIC MANUFACTURERS ASSOCIATION NY/NJ, INC.

BYLAWS

ARTICLE 1 — PURPOSES

The SCIENTIFIC MANUFACTURERS ASSOCIATION NY/NJ, INC. has been organized to provide members with the knowledge to better serve the New York & New Jersey scientific business community and its scientists, and the Corporation is devoted to the improvement of business conditions in the field of biotechnology. The Corporation recognizes the need of technical sales professionals whose place of business or territory is in the New York City metropolitan region, Long Island, Upstate New York & New Jersey for exchanging information, improving knowledge about the profession and the business, promoting higher business standards and better business methods, encouraging of uniformity and cooperation through meeting colleagues regularly.

As a Non-Profit Organization, one of the primary goals of the Corporation is to provide its members the knowledge that they need to better serve the interests of scientists and scientific businesses in the NY/NJ area, to improve the business conditions. The Corporation promotes an exchange of views and experiences among its members through informative seminars, exhibits, publications, and meetings.

The Corporation coordinates several exhibits or shows yearly at various biotechnology centers and academic locations throughout the State of New York and New Jersey for the purpose of displaying and stimulating interest in and demand for the industry's products, and educate persons engaged in the industry about new products.

The SCIENTIFIC MANUFACTURERS ASSOCIATION NY/NJ, INC. may therefore seek, apply for, and receive donations, grants and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of its purposes.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under the New York State Not-for-Profit Corporation Law subparagraph Section 201.

ARTICLE 2 — MEMBERSHIP

The Corporation shall have members.

2.1 Qualification for Membership

(a) Active membership

Active membership shall be limited to those persons who are currently sales representatives in the field of biotechnology or those who were sales representatives at least for three (3) continuous years on the same field with New York and/or New Jersey territory.

New applicants for membership and existing members should fill out an application form each year in December and based on the information provided the Board shall decide if an applicant is qualified for membership or not.

Members are required to participate in the activities of the Corporation including shows and meetings, and to pay the membership dues on time. Neglecting these duties without acceptable cause can result expulsion from the membership status at the discretion of the Board of Directors.

2.2 Membership Meetings

The annual meeting of the Corporation shall be held in Q1. The Corporation shall also hold one regular meeting in each Q2, Q3, and Q4. The presence at any membership meeting of not less than fifty percent (50%) of the active members shall constitute a quorum and shall be necessary to conduct the business of the Corporation. A quorum as previously set forth shall be required at any adjourned meeting. Each active member has one vote on the meeting.

A membership roll, showing the list of members as of record date and certified by the Secretary of the Corporation shall be prepared at any membership meeting upon the written request of any member of the Corporation. The written request must have been made at least then (10) days prior to said meeting.

2.3 Special Meetings

Special meetings of the Corporation may be called by the Directors. The Secretary shall send a notice of such meeting by mail or e-mail to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than forty (40) days prior to the scheduled date and time of such meeting. The notice shall specify the date, time, place and purpose of such special meeting and by whom called. No other issues but that specified in the special meeting notice may be conducted at such meeting, except by the unanimous consent of all members in good standing at such meeting.

2.4 Record Date

For purpose of determining those members who entitled to a notice of or to vote at any meeting of members or any adjournment thereof, to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than forty (40) nor less than ten (10) days before any such meeting, or more than forty (40) days prior to any action.

2.5 Proxies

There shall be no votes by proxy.

2.6 Order of Meeting

The order of meeting of memberships and Board of Directors shall be as follows:

- 1) Roll call.
- 2) Reading of minutes of preceding meeting.
- 3) Reports of Officers.
- 4) Election of Board of Directors (if applicable)
- 5) Relevant previous activities.
- 6) Proposed or prospective new activities.
- 7) Motion for adjournment.

2.7 Membership Dues

Dues of active members shall be determined and changed by the Board of Directors annually and payable in January.

ARTICLE 3 — DIRECTORS

3.1 General Powers

The management and control of the affairs of the Corporation shall be vested in its Board of Directors. Directors will be the President, Vice President, Treasurer, Project Manager & Professional Development Chair.

3.2 Number & Qualifications

The Board shall consist of not less than three (3), or more than six (6) Directors, the specific number to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. Directors shall be sought who is the member of the Corporation and/or has experience or working interest in biotechnology, and/or possess a specific skill necessary to chair and oversee the everyday business and Committees of the corporation. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

3.3 Election & Term of Office

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, half of the Directors shall be elected to one-year terms, and half of them to two-year terms. At subsequent annual meetings, Directors shall be elected to two-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed or otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Voting may be done in person at Annual meeting, or via email using members corporate email address

ARTICLE 4 — OFFICERS

4.1 Number & Qualifications

The officers shall be President, Vice President, Treasurer, Project Manager & Professional Development Chair and such other Officers/assistant Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices. President, Vice President, Treasurer, Project Manager & Professional Development Chair will also be on the Board of Directors.

4.2 Election & Term of Office

Election will be the same as the Directors in Article 3.3, Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The number of Officers may be increased or decreased by vote of the members or by two-thirds vote of Directors. No decrease in the number of Officers shall shorten the term of any incumbent Officer. Voting may be done in person at Annual meeting, or via email using members corporate email address.

4.3 President

The President shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board, the members and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer, or any other proper Officer authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time. The President can sign alone in the name of the Corporation different contracts or other documents that are necessary in order to carry out the day by day business of the Corporation. The President shall: (a) keep the minutes of the meetings of the Board as well as meeting of the membership; (b) follow that all notices are duly given in accordance with the provisions of these By-laws or as required by law, especially meeting announcements; and (c)

assure that the records of the Corporation is maintained, and have custody of the Corporate books and documents as the Board of directors directs; (d) shall maintain an alphabetical roll of membership, including names, addresses, e-mail addresses, and date of membership; (e) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.

4.4 Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President and such other duties as may be assigned by the President or the Board from time to time.

4.5 Project Manager

The Secretary shall: (a) keep track of all membership registrations; (b) Help the vice president with contracts for the show and with seminars.

4.6 Treasurer

The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws; (c) sign all checks, drafts, notes and orders for payment of money, as authorized by the Board of Directors; (d) at all reasonable times exhibit the books and accounts to any Director or upon written request of five (5) members of the Corporation, provided such application shall be made at the office of the Corporation during ordinary business hours; and (e) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board from time to time.

4.7. Professional Development Chair

The Professional Development Chair shall: (a) Coordinate all networking events for the corporation. (b) Manage Trello database with all show and networking event information.

ARTICLE 5 — COMMITTEES

5.1 Executive Committee

The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

5.2 Other Committees

The Board may establish and empower such standing Community Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the Corporation. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Committee decisions must be approved by the Board prior to enactment.

ARTICLE 6 — PROCEDURE

6.1 Meetings of the Board

The annual meeting of the Board shall be held in Q1 of each year for the purpose of electing Directors and transacting such business as may properly come before the meeting. The Corporation shall hold one regular meeting each summer, fall and winter as well. Regular meetings of the Board shall be at least quarterly on a date and time established by the Board, preferably right before the membership meetings. Special meetings of the Board may be called by or at the request of the President, any two Directors, or a majority of paid staff of the corporation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at the principal office of the Corporation or at such other place within the State of New York, New Jersey or in another state as designated by the Board or persons entitled to call a meeting. Attendance at meetings of the Board may, in special situations, be by telephonic (conference call) or electronic means. Meetings may be held by conference call if all Directors can simultaneously hear one another. Decision is also can be made by e-mail, if all of the Directors received the agenda with detailed proposals on the same day, and all of the Directors accepted all of the raised proposals by e-mail within ten (10) days. A Director's vote by e-mail is valid only if it was received from the e-mail address previously provided by the Director to the Corporation as his or her e-mail address.

A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

6.2 Notice

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than ten (10) days prior to the date of the meeting, or not less than three (3) business days for special meetings, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to these By-laws, or dissolution of the Corporation, shall be given to the appropriate Directors or committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person, by mail, or by e-mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

6.3 Quorum

The majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

6.4 Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than two-third of those present and eligible to vote. Each Board or committee member shall be entitled to one vote. Unless otherwise provided for in these By-laws, the act of those present in person at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel. The Board of Directors casts its vote by an open voting, by the majority vote of the current Directors. In case of a tie the President's vote counts double. A resolution shall be drafted at each Board meeting to be validly signed by the President and authenticated by the Treasurer.

6.5 Resignation

Any Director, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by giving oral or written notice at any meeting. Written notice can be given via email from associated corporate email. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

6.6 Removal

The Board may remove any Director, Officer, or committee member, or general member by two-thirds vote of the members or by a majority action of the Board, if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination. General members can be removed if they are no longer working for and SMA approved company, or are no longer working in the life science and/or biotechnology field. SMA approved companies shall be determined by the Board.

6.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these By-laws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. When a vacancy on the Board exists, nominations for up to two members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to the Directors with the invitation of the Board meeting, to be voted upon at the next Board meeting.

ARTICLE 7 — ADMINISTRATION

7.1 Fiscal Year

The fiscal year shall be the calendar year if the Board did not determined other period as a fiscal year period.

7.2 Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered office, the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

7.3 Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

7.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

7.5 Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board. Any two Board members have joint signatory right over the bank account of the Corporation.

7.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 8 — MISCELLANEOUS

8.1 Offices

The principal office of the Corporation shall be located in Nassau County of the State of New York. The Corporation may also have offices at such other places within the State of New York as its business and activities may require and as the Board may, from time to time, designate.

8.2 Indemnification

The Corporation may indemnify to the fullest extent permitted by New York State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by New York State law.

8.3 Conflict of Interest

The Directors of the Corporation cannot be Directors of other similar nonprofit Corporation. The Board of Directors shall decide further conflict of interest rules of the Corporation. Board members, Officers, and general members shall not be employed by companies such as Fisher Scientific, VWR International, or other large scientific distribution companies.

8.4 Amendment

These By-laws may be amended by a two-thirds vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the By-laws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the New York Non-for Profit Corporation Law.

8.5 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than two-thirds of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

8.6 Governing law

All questions not covered by these Bylaws shall be interpreted pursuant to the laws of the State of New York.

ADOPTION OF BY-LAWS

The SCIENTIFIC MANUFACTURERS ASSOCIATION NY/NJ, INC. Board of Directors adopted the forgoing By-laws on August, 2012.

Poonam Jassal
President

Jake Wamsley
Vice President

Pam Israel
Treasurer

Phil Sims
Professional Development Chair

Melissa Marschall
Project Manager