

FlowTex Bylaws

The FlowTex Articles of Organization

ARTICLE I – NAME

This organization shall be known as FlowTex (Flow Cytometry Consortium of Texas) and shall hereinafter be referred to as such.

ARTICLE II – PURPOSE

FlowTex is organized exclusively for educational, and scientific purposes (the dissemination of information of the science of Flow Cytometry to its members and the general scientific public) including and primarily for the oversight, organization and running of the annual FlowTex Conference – a conference whose purpose is in disseminating current state of the art knowledge and methodologies used in flow cytometry – and other educational events throughout the year.

ARTICLE III – MEMBERSHIP

Section 1 – Membership in the FlowTex Users Group shall be open to all individuals who have an active or passive interest in Flow Cytometry. Membership in the FlowTex Users group is encouraged for all conference attendees.

Section 2 – Membership in FlowTex Users Group is distinct from membership on the FlowTex Committee. Membership on the FlowTex committee requires additional time and devotion to the planning and running of the FlowTex conference held annually. Membership to the FlowTex committee must be approved of by a simple majority vote of the current standing FlowTex committee members.

Section 3 – Each FlowTex Committee member shall be entitled to one vote at the business meetings of the organization. One must be a member of the Flow Tex Committee in order to have a vote in business matters concerning Flow–Tex.

Section 4 – There are no membership dues at this time either for FlowTex committee or Users Group. This is subject to change if approved by the majority of the committee.

ARTICLE IV – MEETINGS

Section 1– The meetings will be held on the second Tuesday of the month, unless conditions, work schedules dictate otherwise. Advance notice of a change must be given within 48hours of the scheduled meeting time.

Section 2– The regular monthly meeting reminders will be electronically sent by "Communications" person via the Yahoo Calendar or suitable electronic calendar in advance to each committee member.

Section 3– At the committee's discretion, or that of the President and/or Vice President, and as the conference approaches, the frequency of organizational meetings may become bi-monthly or weekly.

Section 4 – The presence of not less than five committee members will constitute a quorum and will be necessary to conduct the business of FlowTex. At least three Board of Director members and two Directors must be present to conduct FlowTex business. A lesser number of members may hold discussions but may not conduct the business of FlowTex until such time when a meeting can be called whereupon a quorum can be called.

Section 5 – All regular meetings are open to the public. Members of the public carry no vote in FlowTex meetings. Only FlowTex committee members can vote on business matters.

ARTICLE V – OFFICERS of the FlowTex Committee

Section 1 – The Officers of the FlowTex Committee shall be President, Vice–President, Secretary, Treasurer, Communications, Sponsor Liaison, and other positions yet to be named, all of whom shall serve without remuneration. The President and Treasurer will have signing power with Wells Fargo and PayPal where FlowTex funds are currently held. The above constitutes the Executive Board of the FlowTex Committee. Officers shall be nominated every two years at the February FlowTex Conference meeting by either paper or electronic ballots received by the November meeting and counted by two committee members not running for office or involved in the election.

Section 2 – The terms shall be two years. No person shall serve more than two two–year terms consecutively in the same office. To go beyond two two–year term limits will require special circumstances and first a vote specifically to temporarily suspend this very section (Article V, Section 2) must be taken and carried by a 2/3rds majority of entire FlowTex committee.

Section 3 – The nominating committee shall consist of committee members–at–large. It shall be the duty of the FlowTex Committee to secure qualified members of the FlowTex Committee for the required offices and report one or more names for each office at the meeting in February. Nominations from the floor shall be in order. The slate of officers shall be voted on by the FlowTex Committee by the March meeting.

Section 4 – Vacancies in office, except that of the President, shall be filled by appointment by the President, with the consent of remaining officers and committee members. A vacancy in the office of the President shall be filled by a Vice–President for the unexpired term.

Section 5 – Representatives from Biotech companies (corporations, including sponsors) are invited and welcome to be on the FlowTex committee and Board of Directors. However, due to reasons of conflict of interest, no such individual may run for any of the four or more elected offices (President, Vice President(s), Secretary, or Treasurer).

Section 6 – The elected officers of FlowTex (President, Vice President(s), Secretary, and Treasurer) will be a component of the Board of Directors as outlined in Article VIII.

ARTICLE VI – Voting

Section 1 – At all meetings, except for the election of officers, all votes shall be viva voice, except that for election of officers by paper or electronic ballots. In the case of paper ballots, all ballots will be identical with no extraneous marks or markings suggestive of the person casting the ballot.

Section 2 – Prior to casting either a paper or electronic ballot, the FlowTex committee must have in place an “Election Chairman”, not associated with the election in any way, and serve as “The Inspector of the Election” who will certify, in writing, to the FlowTex Committee the results of the election. The results are to be affixed or written into the minutes of the March meeting.

Section 3 – No inspector of the election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VII – Duties of Elected Officers of the FlowTex Committee

Section 1 – The President shall:

- preside at all meetings of the FlowTex Committee and the Executive Board
- be a representative of the FlowTex Committee in all official communications
- appoint all committees, temporary or permanent
- see that all books, reports, minutes required by law are properly kept
- sign checks and drafts of FlowTex

Section 2 – The Vice President(s) shall:

- assume all duties of the President in case of the President's absence
- be responsible for assisting the President at FlowTex Committee meetings, agenda, and conduct of the committee meetings
- be willing to assume the duties of the President in case of the President's resignation for any reason
- sign checks and drafts of FlowTex

Section 3 – The Secretary shall:

- record the minutes of monthly meeting
- keep a record of monthly meeting business
- make minutes available to the members of the committee
- be the official custodian of the records and possess the seal of the organization
- sign checks and drafts of FlowTex

Section 4 – The Treasurer shall:

- be the custodian of all funds of FlowTex and make disbursements from funds as directed by FlowTex Committee in consultation with the Board of Directors
- keep books of accounts and funds
- give report thereof to FlowTex at each meeting
- sign checks and drafts of FlowTex

ARTICLE VIII – Board of Directors

Section 1 – The business of FlowTex shall be managed by a Board of Directors consisting of six or more members including the elected Officers of FlowTex. The BOD of FlowTex shall be comprised of the President, Vice President(s), Secretary, Treasurer, Communications Director, and Vendor Liaison Director. The State of Texas mandates that there must be a minimum of three directors on the FlowTex Board of Directors at all times. As Vendor Liaison and

Communications Director positions have to be filled by those willing and qualified to conduct those duties, these positions are not up for election, nor are they subject to term limits as outlined in Article V, Section 2.

Section 2 – The directors shall be chosen at the annual meeting in the same manner and style as the officers. If candidates are numerous, paper ballot or electronic ballots may be used to elect directors, otherwise nomination and acclimation by viva voce may suffice.

Section 3 – Each director shall have one vote and such voting may not be conducted by proxy. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the board for the duration of the vacated term.

Section 4 – Elected officers are also board members. By virtue of the office, the President of FlowTex shall be the chairperson of the board.

Section 5 – Directors and officers may hold multiple positions, except that no one person shall occupy both President and Secretary, nor President and Treasurer.

ARTICLE IX – FUNDS

Section 1 – No part of the net earnings of the FlowTex shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that FlowTex shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of FlowTex shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FlowTex shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, FlowTex shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2 – No funds over \$50 shall be disbursed except upon the authorization (verbal) of any 2 members of the Board with the approval of the Treasurer. Expenditures over \$250.00 shall be subject to a simple majority vote of FlowTex membership at a regularly scheduled meeting where a quorum is present. Funds required for operating of FlowTex, i.e. domain name, website, lawyer consultation, accountant fees and other scheduled operating expenditures shall be exempt from the voting requirement.

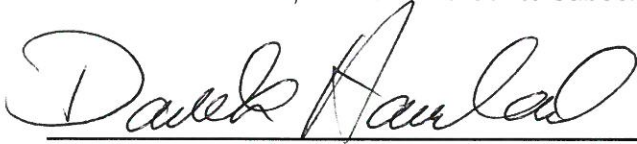
Section 3 – Bills must be submitted in writing, PDF, jpg and other visual formats are also acceptable.

Section 4 – As a non-profit organization, FlowTex is committed to maintaining a non-profit status by following all procedures required by law.

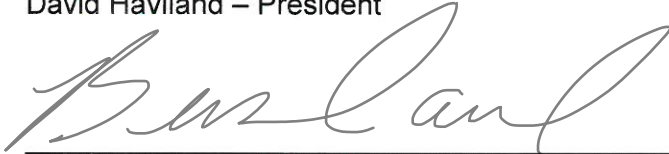
Section 5 – Upon the dissolution of FlowTex, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so

disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

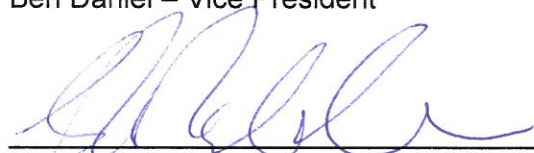
In witness whereof, we have hereunto subscribed our names this 14th day of December, 2016



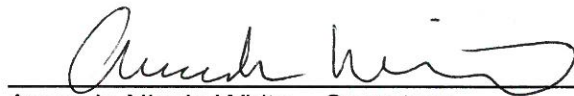
David Haviland – President



Ben Daniel – Vice President



George Makedonas – Vice President



Amanda Nicole White – Secretary



Joel Sederstrom – Treasurer

Rev: 12-14-2016

Orig: 05-20-2011