BY-LAWS OF
THE MASSACHUSETTS INFECTIOUS DISEASES SOCIETY

ARTICLE 1
NAME, PURPOSES, LOCATION, CORPORATE SEAL, PRINCIPLES, AND YEAR

Section 1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

Section 2. Location. The principal office of the corporation in the Commonwealth of Massachusetts shall be determined by the Directors, and generally be that of the President or other officer. The Directors may select and change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section 3. Corporate Seal. The Directors may adopt and alter the seal of the corporation.

Section 4. Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 5. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on December 31, in each year.

ARTICLE II
MEMBERS

Section 1. Membership.

a. Membership criteria. The membership of the corporation shall consist of physicians, doctoral level scientists, and other healthcare professionals and eligible persons who reside in the Commonwealth of Massachusetts or adjoining states and who are primarily identified with the discipline of infectious diseases or its components, through clinical practice, research, teaching, administration, or any combination of these activities.

An individual is eligible to become a member immediately upon completion of
postdoctoral or equivalent training in Infectious Diseases or a related field. In addition, physicians without formal training in Infectious Diseases are eligible for membership if the majority of their professional activities are in the field of Infectious Disease. The essential criterion for election is continuing identification with the field of Infectious Diseases.

Members are full voting members of the Society. Individuals are eligible to join the society as Trainees as soon as they enter a postdoctoral program in Infectious Diseases, clinical microbiology, or other related fields. These trainees do not have voting privileges. Provisional approval of applications for Trainees will be the responsibility of the President of the Society with subsequent endorsement of the Board of Directors.

b. Nomination and Election. The application shall be submitted to the Board of Directors for its consideration. The Board of Directors, in a manner as they shall determine, will admit the candidate to active membership on the basis of evidence of professional and ethical standards of the candidate, and of contributions of the candidate in the field of infectious diseases. Individuals who are members of the Infectious Diseases Society of America will automatically qualify for membership in the Massachusetts Infectious Disease Society.

c. Due. Active Membership in the society will require payment of annual dues. A member who fails to pay dues as established by the Board of Directors and remains in default for 60 days after 2 notices sent by electronic communication to their electronic mail address as it appears upon the books of the corporation shall automatically forfeit membership in the Society. Reinstatement will be as per the policy determined by the Board of Directors and with payment of dues.

Section 2. Annual Meeting. The date and hour of the annual meeting of the members shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the members, Directors or the President in the notice of meeting. In the event that no date for the annual meeting is established or if no annual meeting is held in accordance with the foregoing provisions, a special meeting shall have the same effect as if taken at the annual meeting.

Section 3. Special Meetings. Special meetings of the members may be called
by the President or by the majority of the Directors and shall be called by the Clerk, or
in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer,
upon written application of three or more members entitled to vote thereat. In case
none of the officers is able and willing to call a special meeting, three or more members
may petition the Supreme Judicial or Superior Court of The Commonwealth of
Massachusetts to authorize one or more members to call a meeting by giving such
notice as is required by law.

Section 4. **Place of Meetings.** All meetings of members, live or virtual,
shall be held at a place (within the United States) or virtually on an open
electronic platform as specified in the notice of the meeting.

Section 5. **Notices.** A written or electronic notice, stating the place, day and
hour of all meetings of members shall be given by the Clerk or Assistant Clerk (or the
person or persons calling the meeting), at least seven days before the meeting, to
each member entitled to vote thereat and to each member who, by law, the Articles
or Organization, or these By-Laws, is entitled to such notice, by addressing such notice
to them by electronic communication to their electronic mail address as it appears
upon the books of the corporation. Such notice, if the meeting is called otherwise
than by the Clerk, may be a copy of the call of the meeting. Such notice given by
the Clerk shall constitute a call of the meeting by them. Notices of all meetings of
members may state the purposes for which the meetings are called. No notice
need be given to any member if a written waiver of notice, executed before or
after the meeting by the member or their attorney, thereunto authorized is filed
with the records of the meeting.

Section 6. **Quorum.** Unless the Articles of Organization otherwise provide, at
any meeting of members, a quorum for the transaction of business shall consist of
those members present and voting. For mail or electronic balloting, a quorum of a
minimum of one-fifth of the eligible voting membership is required.

Section 7. **Voting and Proxies.** No proxies will be allowed for voting that is
conducted by mail, facsimile or other electronic means deemed acceptable to the
President and Board of Directors. With advance notice that formal voting will take
place at the Annual Meeting of the Society, members may vote by proxy. To be valid,
designated by the Clerk or President no more than one month prior to the Annual meeting. The proxy will expire immediately after the meeting in question.

Section 8.  **Action at Meeting.**  Action of the members on any matter properly brought before a meeting shall require, and may be affected by, the affirmative vote of a majority of the members present or represented and voting on such matter, provided that such majority shall be at least a majority of the members required to constitute a quorum for action on such matter; except where a different vote is required by law, the Articles of Organization, or these By-Laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.

Section 9.  **Action Without Meeting by Written Consent.**  Any action by members may be taken without a meeting if a majority of members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

**ARTICLE III**

**DIRECTORS**

Section 1.  **Powers.**  The Board of Directors, subject to any action at any time taken by the members of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers. In all meetings and communications of the Society the board of directors will be designated as the Council of the Society.

Section 2.  **Number and Election.**  Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed, and the Directors elected, by the members at the annual meeting.

Section 3.  **Vacancies.**  Any vacancy at any time existing in the Board of
Directors may be filled by the Board of Directors at any meeting. The members having voting power may, at a special meeting called at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Directors.

Section 4. **Enlargement of the Board of Directors.** The number of the Board of Directors may be increased, and one or more additional Directors may be elected at any meeting of the members.

Section 5. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, Directors shall hold office for a minimum of two years or until the next annual meeting of members and thereafter until their successors are chosen and qualified.

Section 6. **Resignation.** Any Director may resign by delivering their written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. **Removal.** A Director may be removed from office (a) with or without cause by vote of a majority of the members entitled to vote in the election of Directors or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove them.

Section 8. **Annual Meeting.** Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 9. **Regular Meetings.** Regular meetings of the Directors may be held
at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of members, or the special meeting held in lieu thereof, and that if at any meeting of Directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by electronic mail approved the resolution or seven days have elapsed after a copy of the resolution certified by the Clerk has been sent either by mail, postage prepaid, addressed to each such absent Director at their last known home or business address or by electronic mail addressed to each such absent Director at their last known home or business electronic mail address.

Section 10. Special Meetings. Special meetings of the Directors may be called by the President, by the Clerk, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 11. Notices. Notices of any special meeting of the Directors shall be given to each Director by the Clerk or Secretary (a) by mailing to them, postage prepaid, and addressed to them at their address as registered on the books of the corporation, or if not so registered at their last known home or business address, a written notice of such meeting at least four days before the meeting; or (b) by delivering such notice by hand or by telegram, telex, electronic mail or telex to them at least forty-eight hours before the meeting at such address, notice of such meeting; or (c) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Clerk or Secretary, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Clerk or Secretary shall constitute a call of the meeting by them. If the Clerk or Secretary refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the offices of Clerk or Secretary are vacant or the Clerk and Secretary are absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by them before or after the meeting, is filed with the records of the
meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 12. **Quorum.** At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 13. **Action at Meeting.** At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 14. **Action by Written Consent.** Any action by the Directors may be taken without a meeting if a written or electronic mail consent thereto is signed by all the Directors and filed with the records of the Directors meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 15. **Committees.** The Directors may, by vote of a majority of the number of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization, or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband, any such committee.

Section 16. **Telephone Conference Meetings.** The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar electronic communications by means of which all persons participating in the meeting can hear each other at the same time, and
participation by such means shall constitute presence in person at a meeting.

ARTICLE IV
OFFICERS

Section 1. **Enumeration.** The officers of the corporation shall be a President, a Treasurer, a Clerk, and such Vice Presidents, Assistant Treasurers, Assistant Clerks, Secretary, Assistant Secretaries, and other officers as may from time to time be determined by the Directors. The Board of Directors may appoint one of its Directors to the office of Chairman of the Board and from time to time define the powers and duties of that office.

Section 2. **Election and Vacancies.** The President, Vice President, Treasurer and Clerk shall be elected biennially by the Directors at their first meeting following the relevant annual meeting of members, or the special meeting held in lieu thereof. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of their predecessor.

Section 3. **Qualification.** The President and Vice President must be Directors. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of their duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such may be paid by the corporation.

Section 4. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the President, Vice President, Treasurer and Clerk shall hold office for a term of two years and thereafter in two-year terms until their successor is chosen and qualified.

Section 5. **Resignation.** Any officer may resign by delivering their written resignation to the corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at
some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

Section 7. President. The President, when present, shall preside at all meetings of the members and of the Directors. They shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be their duty and they shall have the power to see that all orders and resolutions of the Directors are carried into effect. They shall from time-to-time report to the Directors all matters within their knowledge, which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Vice President. In the absence or disability of the President, their powers and duties shall be performed by the Vice President, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President and any other title selected by the Directors.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause accurate books of accounts to be kept. They shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. They shall promptly render to the President and to the Directors such statements of their transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 10. Assistant Treasurers. In the absence or disability of the Treasurer, their powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant
Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 11. Clerk. The Clerk shall record in books kept for the purpose, all votes and proceedings of the members and, if there be no Secretary or Assistant Secretary, of the Directors at their meetings. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Assistant Clerks. In the absence of the Clerk from any meeting of the members or, if there be no Secretary or Assistant Secretary, from any meeting of the Directors, the Assistant Clerk, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

Section 13. Secretary and Assistant Secretaries. If a Secretary is elected, they shall keep a record of the meetings of the Directors and in their absence, an Assistant Secretary, if one be elected, or, if there be more than one, the one designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such powers and perform such other duties as the Directors may from time to time designate.

ARTICLE V
INSPECTION OF RECORDS

Books, accounts, documents, and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws, and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of
using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

ARTICLE VI
CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the name. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE VII
SEAL

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts", and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

Article VIII
INTERESTS: MEMBERS, DIRECTORS AND OFFICERS

The Directors shall have the power to fix their compensation from time to time. No contract or transaction between the corporation and one or more of its members, Directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members or the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because their or their votes are counted for such purpose, nor shall any member, Director or officer be under any liability to the corporation on account of any such contract or transaction if:

(I) The material facts as to their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and
the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) The material facts as to their relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or

(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified, by the Board of Directors, a committee thereof, or the members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

(i) by a majority vote of a quorum consisting of disinterested Directors;
(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

(iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);

(iv) by a majority vote of the members which majority may include interested members, Directors, and officers; or

(v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit by such individual of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements payable by any
such indemnified person shall be final and binding upon the corporation and such
indemnified person. The right of indemnification hereby provided shall not be exclusive
of or affect any other rights to which any such indemnified person may be entitled.
Nothing contained in this Article shall affect any rights to indemnification to which
corporate personnel other than the persons designated in this Article may be entitled
by contract, by vote of the Board of Directors, or otherwise under law.

As used in this Articles the terms "person", "Director", "officer", "employee",
and "agent" include their respective heirs, executors, and administrators, and an
"interested" Director or officer is one against whom in such capacity the proceedings
in question or other proceedings on the same or similar grounds is then pending.

If any term or provisions of this Article, or the application thereof to any person
or circumstances, shall to any extent be held invalid or unenforceable, the remainder of
this Article, or the application of such term or provision to persons or circumstances
other than those as to which it is held invalid or unenforceable, shall not be affected
thereby, and each term and provision of this Article shall be held valid and be enforced
to the fullest extent by law.

ARTICLE X
AMENDMENTS

These By-Laws may at any time be amended by vote of the members, provided
that notice of the substance of the proposed amendments is stated in the notice of the
meeting. If authorized by the Articles of Organization, the Directors may also make,
amend, or repeal these By-laws, in whole or in part, except with respect to Articles VIII
and IX or any other provision thereof which by law, the Articles of Organization, or these
By-Laws requires action by the members. No later than the time of giving notice of the
meeting of members next following the making, amending, or repealing by the Directors
of any By-Law, notice thereof stating the substance of such change shall be given to all
members entitled to vote on amending the By-Laws. Any By-law adopted by the
Directors may be amended or repealed by the members.