

SOCIETY FOR DEVELOPMENTAL BIOLOGY

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the Corporation shall be "The Society for Developmental Biology, Incorporated."

ARTICLE II - PURPOSE

The purpose of the Corporation is to further the study of development in all organisms and at all levels, to represent and promote communication among students of development, and to promote the field of developmental biology.

Notwithstanding any provision of these Articles, of the Code of Regulations, or of the Bylaws, which might be susceptible to a contrary construction:

- (a) the Corporation shall be organized exclusively for scientific and educational purposes;
- (b) the Corporation shall be operated exclusively for scientific and educational purposes;
- (c) no part of the net earnings of the Corporation shall or may under any circumstance inure to the benefit of any private shareholder or individual;
- (d) no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- (e) the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
- (f) the Corporation shall not be organized or operated for profit;
- (g) the Corporation shall not:
 1. lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest to;
 2. pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
 3. make any part of its services available on a preferential basis, to;
 4. make any purchase of securities of other property, for less than adequate consideration in

money or money's worth to; or

5. sell any securities or other property for less than adequate consideration in money or money's worth to;

6. engage in any other transactions which result in substantial diversion of its income or corpus to;

any officer, member of the Board of Trustees, or substantial contributor to the Corporation.

The prohibitions contained in this subsection (g) do not imply that the Corporation may make such loans, payments, sales, or purchases to anyone else unless such authority be given or implied by other provisions of the Articles of Incorporation, the Code of Regulations, the Bylaws, or Chapter 1702 of the Ohio revised Code.

Upon dissolution of the Corporation, the Board of Trustees shall distribute the assets and accrued income to one or more organizations as determined by the Board of Trustees, but which organization or organizations shall meet the limitations prescribed for tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III – AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by the Board of Directors or by a petition to the Board of Directors signed by at least 50 full members of the Society in good standing. To be adopted, amendments must be approved by two-thirds of those members of the Society voting on the amendments.