

**By-Laws**

**ARTICLE I – NAME**

1. Name. The name of the corporation is The International Society for NeuroVirology.

**ARTICLE II – PURPOSES**

1. Purposes. The purposes of the corporation, which is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), of the corresponding section of any future federal tax code, shall include but not be limited to serving as a unique forum for the reporting of current information on the molecular biology, pathogenesis and sequelae of viral infections that have an impact on the nervous system, treatment and prevention of diseases in the central nervous system; facilitating communication between basic and clinical scientists in order to advance research on therapeutic strategies toward neurological diseases; and activities and such other purposes not inconsistent with the foregoing and not in violation of the Pennsylvania Non-Profit Corporation Law or the Code.

The corporation shall have the power to further and promote the purposes aforesaid by all means which are appropriate to that end and which are consistent with the restrictions set forth in its Articles of Incorporation.

The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization of the type described in Section 501(c)(6) of the Code, or in the corresponding provision of any subsequent law, or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

No part of the net earnings of the corporation shall inure to the benefit of or will be distributable to its Trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

The corporation shall have the right to accumulate funds for reasonable reserves including, without limitation, reserves for providing services to persons who are unable to pay regular charges for services, for the payment of lease rentals, to enable the corporation to purchase the facilities being leased by it, or to expand its operations by the purchase of additional land or facilities or the construction of additional facilities, to repay indebtedness including

interest thereon incurred to accomplish such purposes, or for any other proper purpose not inconsistent with these By-Laws.

### ARTICLE III – OFFICES

1. The registered office of the corporation shall be as stated in the Articles of Incorporation or at such other location as shall be determined by action of the Board of Directors.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

### ARTICLE IV – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

### ARTICLE V – MEMBERS

1. There shall be no members, as such, of the corporation.

### ARTICLE VI – DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, consisting of three to ten in number, who shall be natural persons of full age and who need not be residents of this Commonwealth. Each director shall be elected by the majority vote of the other members of the Board of Directors at the bi-annual meeting of the Board of Directors of the corporation, and each director shall be elected for the term of three years and until his successor shall be elected and shall qualify.
2. The incorporator shall elect the initial Board of Directors of the corporation at the organization meeting.
3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by any other body.
4. Meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. A bi-annual meeting of the Board of Directors shall be held at such time as shall be fixed by the Board of Directors. At the bi-annual meeting, the directors shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the bi-annual meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.
5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least five days prior to the day named for the meeting.

6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by two-thirds of the directors in office and shall be filed with the Secretary of the corporation.

The members of the Board of Directors present at a duly organized meeting at which a quorum is present can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Board of Directors at least ten days prior to the date named for the second adjourned meeting.

7. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
8. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:
  - (a) The adoption, amendment or repeal of the By-Laws.
  - (b) The amendment or repeal of any resolution of the Board.
  - (c) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
  - (d) The execution of contracts binding the corporation.
9. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
10. The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and a director may also be a salaried officer of the corporation.

11. The Board of Directors, by affirmative note of two-thirds of all of the members of the Board, may suspend or expel a member of the Board for cause after an appropriate hearing.
12. The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his election, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualifications as the By-Laws may specify.
13. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless he or she has breached the standards set forth in Title 42, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes relating to performance of a director's duties and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, State or Federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination of limitation of the liability of directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this section shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

## ARTICLE VII – OFFICERS

1. The executive officers of the corporation shall be chosen by the directors, and shall be a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of three years and shall have such authority as shall from time to time be prescribed by resolution of the Board. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all officers by bond or otherwise.
2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so moved.
3. The President shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or she shall be EX-OFFICIO a member

of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

#### ARTICLE VIII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the other members of the Board of Directors.

#### ARTICLE IX - BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate register; giving the names of the members of the Board of Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the register, books and records of account, and

records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

#### ARTICLE X - TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members shall be sufficient. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.
4. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
5. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the corporation.

#### ARTICLE XI - ANNUAL REPORT

1. The President and Treasurer shall present bi-annually to the Board of Directors a report showing in appropriate detail the following:
  - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - (b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
  - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate dates with respect to each trust fund held by or for the corporation.

- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund help by or for the corporation.

This report shall be filed with the minutes of the bi-annual meeting of the Board of Directors.

## ARTICLE XII – NOTICES

1. Whenever written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
2. The fiscal year shall be fixed by resolution of the Board of Directors.

## ARTICLE XIII - INDEMNIFICATION AND INSURANCE

1. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as director or officer or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 4 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person

by this Article. Such right shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require, the payment of such expenses incurred by a director in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees, agents, fiduciaries and other representatives of the Corporation or to any person who is or was serving at the request of the Corporation as any employee, agent, fiduciary or representative of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful. Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

2. Indemnification under Section 1 above shall be made by the Corporation unless a determination is reasonably and promptly made the indemnification of a director or officer is not proper in the circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding ("disinterested directors"), or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
3. Notwithstanding any other provisions of this Article, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
4. If a claim under Section 1 of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final

disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

5. The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-law, agreement, vote of disinterested directors or otherwise.
6. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, agent, fiduciary or representative of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.
7. For purposes of this Article:
  - (a) References to "the Corporation" shall upon written resolution of the Board of Directors of the Corporation include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, shall for purposes of this Article be deemed to hold the same position in the Corporation as he or she held in such constituent corporation.
  - (b) A person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.
8. This Article may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a director or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

#### ARTICLE XIV – AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.
2. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes, within the meaning of those terms as used in Section 501(c)(6) of the Code, as the Board of Directors shall determine.