

International Society for Trace Element Research in Humans By-Laws

(approved Oct. 10, 2024)

Membership

The membership of the International Society for Trace Element Research in Humans is composed of persons who share the stated purpose of the International Society for Trace Element Research in Humans and who have provided evidence for the scientific merit and interest in trace element research by having published at least one relevant scientific paper in a refereed journal. Individuals who are not eligible for election as members may apply for Associate membership. Associate members may submit abstracts for presentation under the sponsorship of members and may not vote.

Directorship

The Board of Directors manages and controls the affairs and property of the Corporation and has the power to adopt rules and regulations governing the Board's action.

Officers

The Officers of the Corporation consist of the elected officers, namely President, Vice President, Secretary and Treasurer, together with such other officers, if any, as the Board of Directors may from time to time appoint.

Constitution of the International Society for Trace Element Research in Humans

Founded in 1984

ARTICLE I - Name of the Entity

This non-profit organization shall be called THE INTERNATIONAL SOCIETY FOR TRACE ELEMENT RESEARCH IN HUMANS referred to hereinafter by name or as the "Corporation."

ARTICLE II - Purpose

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, among which are:

1. The organization will not be conducting research, but rather to "To encourage and promote increased scientific and clinical research on the causes, alleviation of suffering and the cure of trace element disorders." This encouragement will be by holding scientific meetings and disseminating research by publishing results of research in scientific journals, books and website.
2. To accumulate information about trace elements, and promote its dissemination to scientists and physicians and other concerned parties;
3. To educate the general public and medical profession about the existence, diagnosis and treatment of trace element disorders.

ARTICLE II - Membership

Membership in the International Society for Trace Element Research in Humans shall be composed of persons who share the stated purpose of the Corporation and who are active or interested in some area of trace element research.

ARTICLE IV - Officers and Council

Section 1. The officers of the International Society for Trace Element Research in Humans shall be a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. The Council, consisting of the officers, a Publication Editor (including that of The Journal of Trace Elements in Experimental Medicine, hereinafter referred to as "JTEEM"), and not more than 20 elected Councilors, shall be responsible for the fulfillment of the scientific and business obligations of the International Society for Trace Element Research in Humans.

The President, Vice President, Secretary, Treasurer, and Immediate Past President constitute the Executive Committee, to be chaired by the President. In the interval between Council meetings, the Executive Committee is empowered to make decisions for the Council, by a simple majority vote, provided that decisions deemed by the President to be major (e.g. a change in dues, or location of next tri-annual meeting) are expediently communicated to the Council, and there are no objections from two or more Council members within two weeks of such a communication. If there are written objections by two or more Council members, the decision will not be implemented until considered by the full Council. In such a case, the President shall consult with the full Council, by whatever means seem appropriate, such as phone teleconference, e-mail, fax, or regular mail. A simple majority vote of the Council will decide the issue. Decisions by the Executive Committee deemed to be minor will be conveyed to the Council yearly by a written annual report to the Council by the President. If there are objections by two or more Council members to one or more decisions that have been made during the year, the President shall consult with the full Council, by whatever means seem appropriate, and to the extent the decision in question is revocable, the issue shall be decided by a simple majority vote of Council.

ARTICLE V - Executive Committee

The President, Vice President, Secretary, Treasurer, and Immediate Past President constitute the Executive Committee, to be chaired by the President. In the interval between Council meetings, the Executive Committee is empowered to make decisions for the Council, by a simple majority vote, provided that decisions deemed by the President to be major (e.g. a change in dues, or location of the next meeting) are expediently communicated to the Council, and there are no objections from two or more Council members within two weeks of such a communication. If there are written objections by two or more Council members, the decision will not be implemented until considered by the full Council. In such a case, the President shall consult with the full Council, by whatever means seem appropriate, such as phone teleconference, e-mail, fax, or regular mail. A simple majority vote of the Council will decide the issue. Decisions by the Executive Committee deemed to be minor will be conveyed to the Council yearly by a written annual report to the Council by the President. If there are objections by two or more Council members to one or more decisions that have been made during the year, the President shall consult with the full Council, by whatever means seem appropriate, and to the extent the decision in question is revocable, the issue shall be decided by a simple majority vote of Council.

The name and address of the Incorporator is Ananda Prasad, Wayne State University School of Medicine, Detroit, Michigan.

ARTICLE VI - Dissolution and Limits of Action

Section 1. The General Assembly shall determine the dissolution of the International Society for Trace Element Research in Humans by a two-thirds (2/3) majority of the members present and voting. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes, 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 a Court of Competent Jurisdiction 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.

Section 2. No substantial part of the activities of the International Society for Trace Element Research in Humans shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the International Society for Trace Element Research in Humans shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. No part of any net earnings shall inure to the benefit of, or be distributable to, the International Society for Trace Element Research in Humans members or officers, or other private persons, except that the International Society for Trace Element Research in Humans may authorize the payment of reasonable compensation for services rendered.

ARTICLE VII - Amendments

Section 1. This Constitution may be amended at any Business Meeting of the International Society for Trace Element Research in Humans by a two-thirds vote or by unanimous vote of the entire Council at a special meeting called by the President or a majority of the Council. Proposed amendments shall be submitted in writing to the Secretary who shall send them to the members at least two weeks before the meeting at which such amendments are to be considered.

Section 2. Bylaws may be altered, amended, repealed, or adopted by a two-thirds majority of the Council or members present at any regular or special meeting.

BY-LAWS

By-Law 1. Meetings

Section 1. Scientific Meetings. The International Society for Trace Element Research in Humans shall hold at least one tri-annual scientific meeting at a time and place determined by the Council. Other scientific meetings may be held at times and places determined by the Council.

Section 2. Business Meetings. A Business Meeting of the membership shall be scheduled at the regular scientific meeting of the International Society for Trace Element Research in Humans. Ten percent of the active members shall constitute a quorum at the business meeting.

Section 3. Special Meetings. Special meetings shall be called by the President upon the request of ten percent of the active members and require twenty percent of the active members for a quorum. Notice of the time and place of such meetings shall be sent to all members of the International Society for Trace Element Research in Humans at least four weeks before the meeting. Only matters specified in the call can be transacted at a special meeting.

Section 4. Procedure. Parliamentary procedures to be followed in all business meetings shall be those specified in "Standard Code of Parliamentary Procedure" by Alice F. Sturgis.

By-Law 2. Financial

Section 1. Dues and Assessments. The biennial dues and assessments may be changed from time to time by the Council. Associate member dues shall be the same as the regular member dues. These dues are payable January 1 in even years to align with scientific conference.

In cases of documented financial hardship, particularly in regards to members from developing countries, a member may apply for a dues subsidy. This subsidy would be the difference between the dues amount and the cost of the journal subscription, including mailing costs. The International Society for Trace Element Research in Humans will attempt to develop funds for dues subsidies, and the granting of such subsidies will depend upon the availability of funds. Council may also set special dues rates for student members, including the payment of no dues, and without a journal subscription.

Section 2. Supporting Members. Council shall maintain a program to encourage members to voluntarily contribute funds over and above the regular dues and assessments for the support of activities of the Society.

Section 3. Sustaining Members. Any association, corporation, institution, or individual desiring to support the International Society for Trace Element Research in Humans with funds or services valued at \$5000 or greater may be invited by the President or designee to become a Sustaining Associate.

Section 4. Audit and Reports. The Nominating Committee shall appoint on a tri-yearly basis one member who is not a member of Council to conduct at least one internal audit per year. The Treasurer shall report on the financial affairs of the Corporation, including the results of an annual audit, as may be requested by the Council.

By-Law 3. Membership

Section 1. Membership Categories. Classes of membership shall include the following:

- (a) Regular,
- (b) Associate,
- (c) Student,
- (d) Emeritus,
- (e) Honorary,
- (f) Supporting,
- (g) Sustaining, and
- (h) Lifetime Members.

Section 2. Eligibility and Procedure for Membership. Candidates for membership, except Sustaining Member, may be proposed by any regular or emeritus member of the International Society for Trace Element Research in Humans by submitting the candidate's name to the chairman of the Membership Committee.

(a) Regular Members. Any person who has scientific merit and interest in trace element research by

having published at least one relevant scientific paper in a refereed journal shall be eligible for regular membership. A majority vote of the Membership Committee shall elect to regular membership.

- (b) Associate Members. Any person who has interest in trace element research shall be eligible for associate membership. A majority vote of the Membership Committee shall elect to associate membership.
- (c) Student Members. Any person who has scientific merit and interest in trace element research by being enrolled in an appropriately accredited graduate or postgraduate program shall be eligible for student membership. A majority vote of the Membership Committee shall elect to regular membership.
- (d) Emeritus Members. Any regular member in good standing upon formal retirement is eligible for emeritus membership. A majority vote of Council shall elect to emeritus membership at which time dues are not required.
- (e) Honorary Members. The International Society for Trace Element Research in Humans may recognize, by awarding honorary membership to not more than two persons per three years, any person (nonmember or member) who has in any way made an outstanding contribution to science. It shall be the responsibility of the Awards Committee to be aware of individuals whom it would be fitting for the International Society for Trace Element Research in Humans to honor in this fashion. A two-thirds vote of members attending the business meeting shall be elected to honorary membership.
- (f) Supporting Members. Regular or associate members may voluntarily contribute funds over and above the regular dues and assessments for the support of activities of the International Society for Trace Element Research in Humans.
- (g) Sustaining Associates. Any association, corporation, institution, or individual desiring to support the Society with funds or services valued at \$5000 or greater may be invited by the President or designee to become a Sustaining Member.
- (h) Lifetime Members. Any regular member in current good standing for at least one year may become a Lifetime Member by paying an assessment equal to 18 times the current annual dues in one lump sum or in three equal payments over the current and next two following years.

Section 3. Privileges of Membership.

Voting at the business meeting is permitted by regular and emeritus members

- (a) Members of all categories may attend business meetings of the International Society for Trace Element Research in Humans.
- (b) The members of Council must be regular members in good standing.
- (c) Regular, associate, and student, and emeritus members may submit abstracts or communications for scientific meetings of the International Society for Trace Element Research in Humans.
- (d) Honorary Members shall be exempt from payment of dues.
- (e) A Sustaining Member is provided a display area at the scientific meeting of five linear feet per \$5000 donation up to a maximum of 20 linear feet.
- (f) Every member in good standing, except Student Members, shall receive a printed copy or an electronic copy (if available and of equal or lesser cost than the printed copy) of all Society publications including The Journal of Trace Elements in Experimental Medicine, the form to be determined by the member, if their membership includes journal subscriptions. Every member in good standing shall receive the Society newsletter, TRACES.
- (g) Special offices such as Historian may be created by the unanimous vote of the regular members at the Business Meeting.

Section 4. Forfeiture of Membership.

- (a) Nonpayment of dues. Members shall be dropped from the active list on **December 31 of the year the biennial dues are due (i.e., even year aligning with biennial scientific meeting)**. A member may return to the active list by paying the **biennial** dues.
- (b) Expulsion for Cause. Membership may be terminated for conduct injurious to the International Society for Trace Element Research in Humans or contrary to the best interests of the International Society for Trace Element Research in Humans. The accused member shall be given an opportunity for a hearing before

the Council. A majority vote of the Council is needed to expel the member. An expelled member shall forfeit all paid dues and assessments.

By-Law 4. Duties and Responsibilities of the Council and Council Members

Section 1. Council. The Council, through its Executive Committee, shall:

- (a) Be the governing board of the International Society for Trace Element Research in Humans, responsible only to the membership.
- (b) Arrange for programs, approve committee appointments, be responsible for the fiscal affairs of the International Society for Trace Element Research in Humans, and transact such business as necessary and desirable for function and growth of the International Society for Trace Element Research in Humans .
- (c) Determine the location of the meeting three years in advance, or as soon as practical.
- (d) Be empowered to compensate any Council member.
- (e) Establish and maintain an "The International Society for Trace Element Research in Humans Meeting Planning and Instruction Manual" that governs the planning and execution of the International Society for Trace Element Research in Humans meetings including sponsorship and presentation and publication of papers at the International Society for Trace Element Research in Humans' meetings.
- (f) Control all activities of the International Society for Trace Element Research in Humans including setting dues levels and providing grant applications. Unless specifically authorized by the Council, no officer, agent, council member, or member the International Society for Trace Element Research in Humans shall have the power or authority to bind the International Society for Trace Element Research in Humans by any contract or engagement or to pledge its credit or financially obligate it for any purpose in any amount.
- (g) Appoint an Editor for The Journal of Trace Elements in Experimental Medicine who becomes a member of Council.

Section 2. President. The President shall preside at meetings of the Council and over the business meeting of the International Society for Trace Element Research in Humans at the close of the regular term of office. The President shall vote only to break a tie. Unless otherwise specified, the President shall, with the approval of the Council, appoint members to serve on Standing Committees and ad hoc Committees, designate the chair of each Committee, and appoint representatives to other organizations. The President serves as Coordinator of the Program and Local Arrangements Committees for the meeting that occurs at the end of the President's term.

Section 3. Vice President. The Vice President shall serve as such in the absence of the President.

Section 4. Past-President. The retiring President (Past President) shall serve on the Council for the next 3 years, be a member of the Executive Committee during that period, and chair the Nominating Committee for the subsequent meeting. The Past President shall serve ex officio on those committees designated by the President and shall serve as President in the absence of the President and Vice President.

Section 5. Treasurer. The Treasurer shall:

- (a) have custody of all funds and securities of the Corporation that may come into his/her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Council may designate. Annually and whenever required by the Council, he/she shall render a statement of the accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Council member of the International Society for Trace Element Research in Humans and shall perform all duties incident to the position of Treasurer subject to the control of Council, and shall, when required, give such security for the faithful performance of his/her duties as the Council may determine.
- (b) With the Publication Editor, establish and maintain written contracts with publishers after approval of Council.
- (c) Prepare a summary of the most recent audit and a report of the International Society for Trace Element Research in Humans' current financial status. This information shall be shared with the membership at the business meeting and published in JTEEM following the business meeting.
- (d) Perform all other duties of the Treasurer listed in the Bylaws.

Section 6. Secretary. The Secretary shall:

- (a) Serve as archivist and be responsible for all official records, a minute book that shall contain all minutes of meetings of the members and of the Council, a copy of the Certificate of Incorporation, a copy of this Constitution and Bylaws, and all amendments thereto, membership records, archives, and historic material that shall be in reposit with the Secretary.
- (b) Manage the International Society for Trace Element Research in Humans' offices under Council's general supervision.
- (c) Act as secretary of all of the members and the Council and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall perform all duties customarily incident to the office of the Secretary, subject to the control of the Council.
- (d) Prepare and mail a membership newsletter at least twice a year.
- (e) Perform all other duties of the Secretary listed in the Bylaws.

Section 7. Publication Editor. The Publication Editor shall serve as editor of all publications of the International Society for Trace Element Research in Humans including The Journal of Trace Elements in Experimental Medicine. The Publication Editor shall nominate the Editorial Board of JTEEM and all other publications for approval by Council. The Publication Editor shall appoint editorial assistants as needed after approval of Council. The Publication Editor and Treasurer shall together establish and maintain written contracts with publishers after approval of Council.

Section 8. Councilors. The Councilors shall:

- (a) Serve as full voting members of Council.
- (b) Perform all other duties of Councilors listed in the Bylaws.

Section 9. Meetings and Other Deliberations. The Council shall meet, at the call of the President, and if deemed necessary by the President, at least once a year. A quorum shall consist of a majority of Council.

Meetings may be held by means of telephone conference or equipment of similar communications by means of which all Council members participating in the meeting by telephone can hear each other. Participating in a meeting by telephone or similar communications equipment shall constitute presence in person at meetings except where a Council member participates in a meeting for the sole purpose of objecting to the transaction of any business on the grounds that the special meeting is not lawfully convened or called. Council members are expected to attend all meetings. If a Council member fails to attend two (2) consecutive meetings without good cause, the President shall take appropriate action to ensure participation by the Council member.

Given the far-flung nature of the Society, and the geographical scatter of the Council, the President may ask the Council to individually deliberate on, and make decisions about, various issues brought to the attention of Council by written means. Communications may be sent to Council via facsimile, e-mail, or by regular mail, and a vote with or without comment requested. Council members will be expected to participate in these

deliberations. If two or more Council members object in writing to this process on a given issue, the issue will not be decided in this manner but considered at a regular meeting or teleconference meeting of Council.

By-Law 5. Appointment, Nomination and Election of Members of Council

Section 1. Eligibility for Office. All candidates for election or appointment to the Council must be regular members in good standing.

Section 2. Nomination Procedures. The Nominating Committee shall be responsible for all nominations to elective office, shall determine the eligibility of nominees, and shall ascertain that nominees are willing to stand for office and shall be required to advance to the Secretary at least two names for each open position as needed. The International Society for Trace Element Research in Humans members shall have been encouraged to suggest nominees to the committee prior to the Committee submitting its report.

Section 3. Election Procedures. Election shall be by secret ballot. The Secretary shall prepare a printed ballot that bears all names submitted by the Nominating Committee, that contains a brief biography of each candidate, and that has space for write-in candidates for each office. Each member wishing to vote must return the marked ballot. A plurality of the votes cast shall be necessary to elect and in the case of a tie vote, the President shall cast the deciding vote. The results of the election shall be announced at the Business Meeting.

Section 4. Term of Office. A President, Vice President-Elect, Treasurer, and Secretary shall be elected tri-annually by the membership to three-year terms with the Presidency being nonrenewable. The 20 elected members of the Council will serve six years, staggered, nonrenewable terms, with seven to be replaced at each tri-annual meeting through election by the membership. To the extent reasonably possible, Council should have representation from each of the six continents (Antarctica excluded). All elected Council members shall take office at the end of the next Business Meeting following election and shall continue until they are relieved by their successors. Council is empowered to appoint and compensate a Publications Editor to successive three-year terms that commence with the beginning of the fiscal year.

Section 5. Removal from Office or Position. If for any reason any elected member of Council is unable to fulfill his/her duties, the Council member may be removed from office by two-thirds vote of Council. If for any reason the Publications Editor is unable to fulfill his/her duties, the Publications Editor may be relieved of all duties by a majority vote of Council.

Section 6. Interim Vacancies. Should a vacancy occur in the Presidency, the Council by a majority vote shall appoint a regular member of the International Society for Trace Element Research in Humans able to coordinate the next meeting to fill the unexpired term. Should a vacancy occur in the Vice Presidency, Treasurer, or Secretary offices, the Council by a majority vote shall appoint a regular member of the International Society for Trace Element Research in Humans to fill the unexpired term. A retiring interim President shall succeed automatically to Immediate Past President. An interim vacancy in the Immediate Past-Presidency shall be filled by the most recently retired Past-President able to fill the duties of the Past-President. Persons appointed to fill the unexpired term of Publication Editor are expected to remain in the position for a minimum of three years. A vacancy in the office of Councilor shall be filled for the duration of the replaced Councilor's term by a regular member by majority vote of Council.

By-Law 6. Committees

Section 1. Standing Committees. Standing committees shall include, but not be limited to, the following: Executive, Meeting Planning, Finance, Nominating, Membership Development, Public Information, Standardization of Trace Elements Analysis, Audit, and Awards Committees. The President shall appoint members of committees other than the Nominating and Audit Committees.

Section 2. Quorum and Notice. Committees shall meet as required and their Chairmen shall report to Council on the proceedings. A majority of the members of each committee shall constitute a quorum and the act of a majority present at the meeting shall constitute the act of such committee, except that in the case of the Nominating Committee only the act of a majority of the entire committee shall constitute the act of such committee. Meetings of each committee may be called by its Chairman or by the President on thirty (30) days notice.

Section 3. Meeting Planning Committee. The Meeting Planning Committee shall consist of the President as Chairman, the Vice President, and other officers and regular or emeritus members selected by the President. The Meeting Planning Committee shall abide by the International Society for Trace Element Research in Humans Meeting Planning and Instruction Manual to an extent reasonably feasible.

Section 4. Finance Committee. The Finance Committee shall consist of the Treasurer as Chairman, and additional Council members and other members as appointed by the Treasurer with the approval of the

President. Subject to Council, the Finance Committee shall have charge of and be responsible for the financial planning of the Corporation, including the budget.

Section 5. Nominating Committee. The Nominating Committee shall consist of the Immediate Past President as chair, the most recent other two past-presidents, all other officers except the President, and one other member not on the Council appointed by the Councilors. Major duties of the Nominating Committee are listed in BYLAW 5 (Appointment, Nomination and Election of Members of Council).

Section 6. Membership Development Committee. The Membership Development Committee shall consist of unlimited numbers of regular members. This committee shall develop membership standards, review applications, and make recommendations to the Council regarding membership in the International Society for Trace Element Research in Humans.

Section 7. Audit Committee. The Nominating Committee shall appoint on a yearly basis one member to conduct one internal audit per year or as needed.

Section 8. Awards Committee. The Awards Committee shall consist of the Immediate Past President as chair, the two other most recent Past Presidents, all Councilors, and the most immediate recipients of all awards created under Bylaw 10.

Section 9. Executive Committee. The President, Vice President, Secretary, Treasurer, and Immediate Past President constitute the Executive Committee. Its duties have been described in Article IV.

Section 10. Ad hoc Committees. The President may appoint such additional committees as may be needed to carry out the functions of the International Society for Trace Element Research in Humans. Ad hoc committees serve only during the tenure of the president who appointed them. Reports of ad hoc committees shall be presented to Council or to the **biennial** meeting.

By-Law 7. Publications

Section 1. Official Publication. The official publication of the International Society for Trace Element Research in Humans is The Journal of Trace Elements in Experimental Medicine.

Section 2. Managing Editor. The Publication Editor shall serve as the Managing Editor of all the International Society for Trace Element Research in Humans publications and as such shall oversee all editorial boards.

Section 3. Editorial Boards. The Editorial Boards of JTEEM and all other publications are regular members in good standing nominated for three-year renewable staggered terms by the JTEEM Editor and approved by Council. Chairs of symposia will review manuscripts written for relevant published symposia.

By-Law 8. Memorial Funds

The Council of the International Society for Trace Element Research in Humans shall establish memorial funds as needed and administer these funds so that the proceeds will be used to promote trace element research.

By-Law 9. Fiscal Year

The fiscal year of the International Society for Trace Element Research in Humans, for the purpose of financial business, shall be January 1 to December 31.

By-Law 10. Awards

Section 1. Award Criteria. The International Society for Trace Element Research in Humans shall establish awards to be given periodically to an International Society for Trace Element Research in Humans member in recognition of excellence in one or more of the following:

- (a) International recognized trace element scientific research
- (b) Science education
- (c) Service to the International Society for Trace Element Research in Humans in advancing its goals

Section 2. Administration. The Awards Committee will administer the selection process, will develop a separate funding source for monetary awards, and will develop, for Council approval, the criteria for the awards.

By-Law 11. Affiliations

The International Society for Trace Element Research in Humans may affiliate itself with other organizations that have purposes consistent with the purposes of the International Society for Trace Element Research in

Humans. Such affiliations must be approved by the Council and by a majority of those attending a regularly scheduled business meeting of the membership.

By-Law 12. Indemnification

Section 1. Every member of the Council or employee of the International Society for Trace Element Research in Humans shall be indemnified by the International Society for Trace Element Research in Humans against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceedings to which he or she may be made part, or in which he or she may become involved, by reason of being or having been a member of the Council, or employee at the time such expenses are incurred, except in such cases wherein the member of the Council or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of a settlement of the indemnification herein shall apply only when the Council approves such settlement and reimbursement as being for the best interests of the International Society for Trace Element Research in Humans.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such members of the Council or employee may be entitled.

If feasible, Council may authorize the purchase of liability insurance to indemnify officers and employees of and protect the assets of the society.

By-Law 13. Corporate Seal

The seal of the Corporation shall be circular in form bearing the name of the Corporation and the words and figures "Corporate Seal, Michigan, 1984."