

Articles of Incorporation

Amended August 30, 2023,

Article I:

The name of the association is:

International Society for the Study of Fatty Acids and Lipids .

Article II:

The purpose of the Society is to engage in the following activities:

It is the purpose of the Society to increase understanding through research and education of the role of dietary fatty acids and lipids in health and disease.

The aims of the Society shall be achieved through:

1. Sponsoring regional and international meetings;
2. Linking with other organizations which are national, regional or international, and joining efforts to promote the aims of the Society;
3. Promoting research on fatty acids and lipids;
4. Educating professionals and the public about fatty acids and lipids in human nutrition; and
5. Serving as a clearinghouse for the media in disseminating facts regarding fatty acids and lipids in human nutrition.

The Society is educational in its mission to serve as a focus for communication among interested scientists – working in nutrition, physiology, pathology, biochemistry, cellular and molecular biology and clinical medicine – who are studying the biological effects of fatty acid and lipid metabolism in health and disease. It is believed that improved communication across these different branches of medical and biological sciences will stimulate new research and increase knowledge of nutrition. The Society will assist in interpreting the new facts into sound nutritional advice for the public.

Article III:

Membership shall be voluntary and all who are interested in the aims of the Society are invited to join. There are four classes of membership ‘Full’. ‘Student’ ‘Retired’ and ‘Developing Country’. In addition ‘Fellows’ of the Society are appointed.

Article IV:

1. The Society shall have perpetual succession in its corporate name.

2. The Society may sue and be sued.
3. The Society may have a corporate seal, which it may alter at pleasure.
4. The Society may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
5. The Society may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
6. The Society may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
7. The Society may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
8. The Society may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
9. The Society may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the Society may determine, issue its notes, bonds and other obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
10. The Society may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
11. The Society may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the Society shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
12. The Society may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.
13. The Society may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the Society is entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

14. The Society may be an incorporator of other societies of any type or kind.
15. The Society may be a partner in any business enterprise which it would have power to conduct by itself.
16. The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by its members.
17. Meetings of the members may be held anywhere in the United States, or in countries in which members of the Society reside.
18. The Society shall, to the extent legally permissible and only to the extent that the status of the Society as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees and other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgements, 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 his being or having been such a director, officer, employee or agent, 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 personal action was in the best interests of the Society; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Society, after notice that it involves such indemnification (a) by a disinterested majority of the directors then in office, or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Society; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition thereof upon receipt of any undertaking by such individual to repay the amounts so paid to the Society if they shall be adjudicated to be not entitled to indemnification under relevant laws of the District of Columbia. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officers", "employees" and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.
19. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this Society individually, or any individual having any interest in any concern in which any such directors, officers, members or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this Society and

1. such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
2. no such director, officer, member of individual shall be liable to account to this Society for any such contract, transaction, or act; and
3. any such director of this Society may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Society, or of its directors or members, or of any class of members as follows:

The Society shall have the following powers in furtherance of its corporate purpose:

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary or any concern; the term "concern" meaning any society, corporation, trust, partnership, firm, person, or other entity other than this Society.

20. No part of the assets of the Society and no part of any net earnings of the Society shall be divided among or inure to the benefit of any officer or director of the Society or any private individual or be appropriated for any purposes other than the purposes of the Society as herein set forth; and no substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Society makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the Society 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. It is intended that the Society shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

21. Upon the liquidation or dissolution of the Society, after payment of all of the liabilities of the Society or due provision therefore, all of the assets of the Society shall be disposed of to one or more organizations that are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code.

22. In the event that the Society is a private foundation as that term is defined in section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the Society, the following provisions shall apply:

23. The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code

24. The directors shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

25. The Society shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Society is formed; provided that no such power shall be exercised in a manner inconsistent with the laws of the District of Columbia; and provided, further, that the Society shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Society may receive under Section 501 (c) (3) of the Internal Revenue Code.

26. Notwithstanding anything elsewhere herein provided, the Society is organized and shall be operated exclusively for charitable, educational and scientific purposes, as said terms have been and shall be defined in and pursuant to Sections 170 (c) and 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and as said sections may from time to time be amended or added to, or under any successor sections thereto. Powers of this Society shall be exercised only in such manner as to assure charitable, educational and scientific purposes, as so defined, it being the intention that this Society shall be exempt from Federal Income taxes and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers therein shall be interpreted and exercised consistent with this intention.

27. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of the District of Columbia, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended ; and (iii) to particular sections of the Internal Revenue Code or the General Laws of the District of Columbia shall be deemed to refer to similar successor provisions hereafter adopted.

Article V:

Laws of the Society have been duly adopted and the initial directors, president, treasurer and clerk or other presiding financial or recording officer, whose names are set out below, have been duly elected.

Article VI:

The effective date of organization of the Society shall be the date filed with the Secretary of the Commonwealth or if a later date is desired, specify date not more than 30 days after date of filing.

Article VII:

The post office addresses of the principal offices of the Society as of June 2023 are

International Society for the Study of Fatty Acids and Lipids
1025 Thomas Jefferson Street NW
Suite 500 East
Washington , DC 20007
USA

And

210 Lacava Street, Suite 2204
Austin, TX 78701

The name, residence and post office address of each of the initial directors and following officers of the Society are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Alexander Leaf, M.D.	I Curtis Circle	Winchester, MA 01890, USA.
Treasurer: Artemis Simopoulos, M.D.	4330 Klinger St., N.W.	Washington, DC 20016, USA.
Clerk: Carolyn C. Hintlian, R.D., M.B.A.	9 Manning St.	Ipswich, MA 01938, USA.

Directors (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
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Appointed by the Executive Committee initially and subsequently to be elected by the membership from a slate of nominees proposed by an appointed nominating committee or by petition from the membership.

Initial Board of Directors:

Robert G. Ackman, PhD	60 Sinclair St.	Dartmouth, N.S. ,Canada.
Stuart M. Barlow, PhD	65 Taylors Avenue	Hoddesdon, Herts. EN11 8QE, England.
Michael Crawford, PhD	36 Regents Park Rd	London, NW 1 7SX, England.
Jorn Dyerberg, MD, PhD	Lille Fredensvej 6 A	DK 0 2920 Charlottenlund, Denmark
Claudio Galli, MD	Via per Vimodrone,	5 Milan, 20093 Cologno Monzese Italy
Scott M. Grundy, MD, PhD	3433 Shenandoah	Dallas, TX 75205, USA.,
Robert Kifer, PhD	1909 Leadenwah Drive	Wadmalaw Island, SC 29487, USA.
Federico Leighton, MD	Camino La Villa, 715	Santiago, 34, Las Condes Chile.
Roy Martin, PhD	3608 Country Hill Dr.	Fairfax City, VA 22030, USA.
Paul J. Nestel, MD	23A Victoria Drive	Unley Park, SA5061, Australia.
Arne Nordoy, MD, PhD	Alfheim 15	9000 Tromso, Norway.
Rodolfo Paoletti, MD	V, le Regina	20122 Milan, Marsherita 43 Italy.

Serge Renaud, MD 8, rue du Lermier 69124 Colombier – Saugnieu ,France.
Peter C. Weber, MD Nikolaus-Muller-Str. 2 8033 Planegg, Germany.

Details of the current Executive Committee and Board of Directors shall be posted and may be found on the Society website.

The fiscal year of the Society shall end on the last day of the month of: December

The name and BUSINESS address of the RESIDENT AGENT of the Society, if any, is:

We the below signed INCORPORATORS do hereby certify under pains and penalties or perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/We, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this Society under the provisions of the General Laws Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 11th day of March, 1991.

RULES OF ORGANIZATION OF THE SOCIETY

Approved new from January 13, 2011. ORGANIZATION OF THE SOCIETY

Note: For the purpose of the following sections, members of the Society shall be defined as those members who have paid their dues for the current year, and/or the previous year, plus honorary members and those members for whom the Executive Committee has decided to waive dues.

1.The Executive Committee.

There shall be an Executive Committee responsible for the affairs of the Society. The Executive Committee shall consist of the following officers: a President, a President Elect , an immediate Past-President, a Secretary and a Treasurer. In addition the Society Administrator is ex officio a member of the Executive Committee. All officers, with the exception of the Secretary will serve three years terms without salary. Quorum for Executive Committee meetings shall be a minimum of 4 current members. Members of the Executive Committee are not eligible for Society Awards during the terms of their office.

2. The President

The President shall preside at all meetings of the Executive Committee and the Board. He/she will have an extra casting vote should it be needed to resolve a tied vote. If the President is unable to be present at any meeting, the Vice-President will fill the role of President for that meeting only. In that capacity, he or she will exercise an additional casting vote should it be needed to resolve a tied vote.

3.The President-Elect.

The President–Elect shall succeed the President at the end of his or her three year term. Nominations for the office of President-Elect shall be sought from Nomination and Awards Committee a minimum of 6 months prior to the expiry of the term of office of the incumbent. Nominations for President-Elect may be proposed by any member or directly solicited by the Chair of the Nominations and Awards Committee and must be sent to the Secretary and must be supported in writing by at least 3 current members of the Society. Election will be by secret electronic ballot to all current members, and the candidate who receives the greatest number of supporting votes from the members who participated in the election will be elected to office. Should the President-Elect be unable or unwilling to succeed the President, his or her term of office will be considered ended with immediate effect and the runner up with the highest total of votes shall be invited to accept the post. In the event that an alternative cannot be found via this mechanism, then a fresh call for nominations shall be made, and a secret ballot organized as specified above. The role of the President-Elect shall also be to deputize for the President, and to assume the office of President should the President be incapacitated, resign his or her office or be unable to continue to serve for any other reason.

4.The Secretary

The Secretary shall hold a part time salaried position in the Society and shall be appointed by the Executive for an indefinite period, such appointment to be ratified by means of an electronic vote by the Board of Directors . The term of office comprises an initial 18 month probationary period and a further 2.5 years period following which the position is reviewed every three years by the Executive.

5.The Treasurer

To meet fiscal and regulatory requirements the position of Treasurer is restricted to US nationals domiciled in the USA.

The position is non-remunerated and is appointed by the Executive. The term of office comprises an initial 18 month probationary period and a further 2.5 years period following which the position is reviewed by the Executive, subsequent reviews being held every three years.

6.Administrator.

The Administrator of the Society shall be appointed by the Board of Directors, charged with overseeing all of the administrative aspects of the Society. The appointment shall initially be for a period of three years, and may be renewed by mutual consent for

further three year periods. The Board of Directors shall agree with the Administrator the terms under which the Administrator provides service to the Society. The Administrator may be an individual or a management company, but must be based in the USA. Under the direction of the Secretary and the Treasurer, the Administrator shall undertake such work as is necessary to permit the smooth, efficient and successful operation of the Society.

7.The Board of Directors

There shall be a Board of Directors of 15 members (in addition to the 5 members of the Executive Committee) each serving terms of office of four years. The members of the Board and the Executive Committee must all be scientists with demonstrated expertise in the role of fatty acids and lipids in biological processes and nutrition (this restriction does not apply to the representatives from the Committee of Societys). Quorum for all Board meetings shall be a minimum of 51% (rounded up to the next whole number) of all current Board members. Board members to replace those whose term of office is to expire must be elected by a secret ballot of all members, such a ballot to be undertaken by post, secure internet voting or other generally accepted and available electronic means, conducted by the Secretary and Administrator. A call for nominations shall be issued by the Secretary on behalf of the Executive Committee at least 6 months in advance of the expiry of the term of office of the current incumbent, by an email to all members and a notice to appear on the Society website homepage. Nominations must be supported by either three current members of the Society or by the recommendation of the Nominations Committee. The function of the Board shall be to determine policy for the Society. It shall be empowered to replace members of the Executive Committee, if by a four-fifths vote of all current Board Members, they deem that an Executive Committee Officer is not fulfilling his/her role in the Society because of illness or other cause. The President shall set the date of the biennial meeting of the Board and shall preside at that meeting. Members of the Executive Committee shall serve also on the Board of Directors during the terms of their office. They shall be voting members on all issues except in the replacement of one of the Executive Committee. After serving for two full consecutive four year terms of office, a Board Director shall not be eligible to stand for election for a further term of office as a Board Director until a period of at least four years has elapsed since the expiry of the most recent term of office. Election to office on the Executive Committee shall invalidate this prohibition, until the member ceases to be an Executive officer. Should a Board member be unable to complete his or her term of office, the vacancy shall be filled by invitation to the runner-up candidate with the highest number of votes from most recent Board election. Should he or she be unable or unwilling to accept the invitation, the invitation shall pass to runner-up candidate with the next highest number of votes, and so on. A Board member appointed by this means shall have full powers of a member of the Board of Directors, until the end of the time period of the Board term of office of the Director whom he or she replaced. A Board member so appointed shall be eligible to stand for office in his or her own right at the next available opportunity. Service in this way shall not count towards the two term limitation on membership of the Board of Directors.

8.The Committee of Corporations

There shall be a Committee of Corporations made up of one representative from each of those companies are current Corporate Members of the Society. There shall be two voting members selected from the Committee of Corporations who will sit for up to two four year terms on the Board as full voting members. After serving for two full consecutive four year terms of office, the Board member shall not be eligible to stand for election for a further term

of office as a Board Director until a period of at least four years has elapsed since the expiry of the most recent term of office. The Secretary shall seek nominations from, and conduct a secret ballot among such representatives when necessary to elect the two Corporate representative Board members. The persons elected in this way shall occupy the position in their own right until either they resign, become otherwise unable to carry out the function or their term of office expires. Should a Corporate Board member be unable to complete his or her term of office, the vacancy shall be filled by invitation to the runner-up candidate with the highest number of votes from most recent Board election. A Board member so appointed shall be eligible to stand for office in his or her own right at the next available opportunity. Service in this way shall not count towards the two term limitation on membership of the Board of Directors.

9. The Nominations and Awards Committee

The Nominations and Awards Committee is responsible for recruiting candidates for ISSFAL Leadership positions including Executive members, Directors (i.e. Board members), and Committee members. The Nominations and Awards Committee will identify and solicit nominees who agree to stand for election, solicit materials such as nominee's statements in support of the position, and deliver these materials to the President and Secretary in time to conduct the appropriate elections.

The Nominations and Awards Committee is also responsible for recruiting candidates for ISSFAL Awards and Honorary Membership. The Nominations and Awards Committee will identify candidates, solicit supporting materials where necessary, and deliver the relevant materials to the President and Secretary in time for consideration by the Executive.

The Nominations and Awards Committee is Chaired by the Immediate Past President of the Society, its members are appointed by him/her and serve on the committee for a maximum period of three years.

10 . Changes in the Organization of the Society

Changes in the Organization of the Society may be proposed by any member, and must be approved by a meeting of the Board of Directors. For the purpose of clarity, a meeting of the Board may take the form of a physical meeting, telephone, video, or internet conference. At least four weeks' notice of the proposed changes must be given in writing or by e-mail to all current members of the Board of Directors. Voting shall be by two-thirds majority of those present at a duly convened meeting and entitled to vote. The changes shall be notified to all members by way of an email or other electronic means and on the website of the Society.

Membership in the Society shall be voluntary and all who are interested in the Aims of the Society are invited to join. Annual dues will be assessed to all members of the Society upon recommendation from the Treasurer and approval by the Executive Committee.

Amended August 25, 2023