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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 MAY 12 P 3:31

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T. LEMIEUX

[Handwritten signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Metastasis Research Society Inc.

DOCUMENT NUMBER: N14000006474

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Conor C. Lynch

(Name of Contact Person)

Metastasis Research Society Inc.

(Firm/ Company)

12902 Magnolia Dr.

(Address)

Tampa, FL, 33602

(City/ State and Zip Code)

conor.lynch@moffitt.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Conor C. Lynch

813

454-1637

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| ☐ \$35 Filing Fee | ☒ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Metastasis Research Society Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N14000006474

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NOT APPLICABLE

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

NOT APPLICABLE

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

NOT APPLICABLE

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

NOT APPLICABLE

NOT APPLICABLE

(Florida street address)

New Registered Office Address:

NOT APPLICABLE

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	<u>PT</u>	<u>John Doe</u>
☒ Remove	<u>V</u>	<u>Mike Jones</u>
☒ Add	<u>SV</u>	<u>Sally Smith</u>

NOT APPLICABLE

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) ☒ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
2) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
3) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
4) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
5) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____
6) ☐ Change ☐ Add ☐ Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

On April 12th, 2017 the membership of the Metastasis Research Society voted to include Points 1 and 7 under Article 8
of the Society's constitution. These updated points are attached and highlighted in yellow for your convenience.

The date of each amendment(s) adoption: April 12th, 2017, if other than the date this document was signed.

Effective date if applicable: April 12th, 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 8th, 2017



Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Conor C. Lynch
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

**Constitution and Rules
METASTASIS RESEARCH SOCIETY**

§1 Purpose of the Society

1. A Society of researchers and clinicians shall be called the METASTASIS RESEARCH SOCIETY (hereafter referred to as "MRS").
2. The MRS shall promote the advancement of research into all aspects of metastasis, and shall foster the exchange of information about this disease process amongst key stakeholders. These objectives will be achieved through:
 - (i) providing a forum that promotes interactions, collaborations and information exchange between pre-clinical, clinical and pharmaceutical company researchers world-wide
 - (ii) organizing metastasis-relevant conferences and other scientific events
 - (iii) publishing research findings and reviews in the Society's scientific journals
 - (iv) fostering the career development of early stage researchers
 - (v) increasing awareness of the importance of metastasis research and the need for increased financial support in this field
 - (vi) interacting with patient advocacy groups and supporting them in their work.

§2 Governance

1. There shall be the following Officers of the Society, namely, a President, a President-Elect, a Past-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined.
2. The executive body of the MRS shall be the Board of Directors (hereafter referred to as "Board"). The Board shall consist of the Officers of the Society, eight regular board members, and the elected Chair of the MRS Early Career Leadership Council (ECLC) as the representative of the young investigators of the society. In so far as is possible, regular board members shall be drawn from different geographical regions of the world so that appropriate representation of the different continents is assured, to reflect the global membership of the Society.
3. It shall be the duty of the Board to administer the affairs of the Society in accordance with the Constitution and Rules.
4. Five members shall constitute a quorum at meetings of the Board, provided always that there are at least two members from each hemisphere.
5. Executive decisions by the Board shall be made by a simple majority vote at meetings of the Board, unless otherwise stipulated in the Constitution and Rules of the Society.
6. The Board may appoint additional Society officials with specified functions to assist in the administration and activities of the society. According to requirements, these appointments may also be terminated by the Board.

7. The MRS shall run a section of the Society for young investigators (Early Career Ambassadors of the MRS (ECAM)). The section shall be organized and administered by the ECLC. Rules governing the running of this section, as well as the election of the Chair, Chair-Elect and members of the ECLC shall be determined by the MRS Board, and shall be outlined in the Executive Statement.

§3 The Executive Statement

1. The Board shall draw up an Executive Statement that outlines the current *modus operandi* of the Society over and above that regulated by the Constitution and Rules of the Society, and as agreed by the MRS Board in executive decisions. As a minimum, the Executive Statement shall contain the following elements:

- (i) An outline of the current roles and duties - over and above those laid down in the Constitution and Rules - of the Officers, regular board members and other appointed officials, which have been agreed upon in executive Board decisions.
- (ii) Details of the prevailing membership fee structure and benefits afforded to members
- (iii) A description of the current organization and activities of the Society that the Board has agreed upon as executive decisions.

2. The Executive Statement shall be made freely available to all members of the Society, for example via the Society website.

3. The Board shall periodically review the Executive Statement and update it to reflect the current organization and activities of the Society. The Executive Statement shall be revised and updated at least once every two years, at the latest three months before the next biennial international MRS conference.

§4 Membership

1. Membership of the society is open to all individuals who support the objectives of the Society.

2. Different categories of membership can be offered, as determined by the Board.

3. Save where otherwise provided by the Executive Statement, every Member shall pay to the Society a membership subscription of such amount and in such manner as may for the time be prescribed by the Executive Statement. The Board shall determine the membership subscription amount and benefits afforded thereof.

4. Provisional membership of the Society shall be granted after (i) written application and provision of documentation as required to demonstrate eligibility for a particular membership category (normally through the designated portal on the Society's web site), and (ii) payment of the designated subscription fees. The eligibility of new provisional members for membership of the Society shall be reviewed by the Board within a period of three calendar months following receipt of the written application and payment of membership fees. After this period, and in the absence of a veto by

the Board, provisional members shall automatically become members of the society without further notice, for the period covered by the subscription fees paid. Individuals whose provisional membership is rescinded following review by the Board shall be informed in writing and their membership fees returned.

5. Membership of the Society may be terminated in any of the following ways, namely:

- (i) By resignation, subject to such notice and other requirements as may be prescribed in the Executive Summary
- (ii) By default of the payment of the subscription fee prescribed in the Executive Summary
- (iii) By the Board, at its discretion, if such termination appears to it to be in the interests of the Society. Any person whose membership it is proposed to terminate shall have the right to be heard by the Board in his/her own defense.

§5 Period of Office for Officers and regular Board members

1. Officers and regular Board members shall begin and end their period of office on 1st September of even-numbered years, unless a Board meeting will take place at an international MRS conference within the period July – October of that year. In this case the period of office shall begin or end at that Board meeting.
2. Regular Board members shall serve for a term of four years. Every two years, four regular Board members shall retire from office and shall not be eligible for re-election for a further two years.
3. The term of the President-Elect shall be two years, after which he or she shall serve as President for two years, and then as Past-President for two years.
4. The term of office of the Secretary and Treasurer shall be for four years. Both these officers shall be eligible for re-election, up to a maximum of two consecutive terms of four years.
5. Any vacancy occurring in the Board other than by retirement shall be filled by another Member of the Society, to be elected by the Board, until the next scheduled round of elections for regular Board members and MRS Officers. These substitute MRS Board members will be eligible to stand for a full term of office in the next scheduled elections.
6. Should Officers or regular Board members not fulfill their duties, the Board may suspend them and appoint replacements who shall serve in their place until the next scheduled round of elections for regular Board members and MRS Officers.

§6 Election of regular Board members

1. In even-numbered years the Secretary shall solicit nominations for regular Board members. Nominations may be made by any two Members of the Society, and must include the written approval of the nominee, as well as any other documentation deemed to be necessary by the MRS Board, such as a curriculum vitae, election mission statement, seconding of the nomination by another MRS member etc. The

MRS Board may also nominate collectively up to two candidates for each open position on the MRS Board. Nominations shall be solicited at least seven months before a Board meeting that will take place at a biennial MRS international conference within the period July – October of that year, or 1st September of that year, whichever ever is sooner. The Secretary shall allow nominations to be submitted for a period of at least one month following the call for nominations.

2. After the deadline for receipt of nominations, the Secretary shall send a ballot containing a list of names of the nominees to all members of the MRS, as well as any associated documentation deemed by the MRS Board to be necessary to support the nominations (e.g. curriculum vitae, election mission statement). The ballot shall indicate the names of both the nominees and those nominating them. The electoral system regulating the voting for the nominees shall be determined by the MRS Board. Voting for the election of Board members shall be by returning the ballot to the Secretary by post, or otherwise as stipulated by the Secretary, to arrive no less than five months before the scheduled commencement of the period of office of the newly elected regular Board members. The Secretary shall allow ballots to be returned for a period of at least one month following the issuing of ballots.

§7 Election of the MRS Officers

1. The Board shall elect a new President-Elect in even-numbered years. The President shall solicit nominations from Board members. The election shall take place not later than five months before the scheduled commencement of the period of office of the newly elected President-Elect. Should the elected President Elect already be a regular Board member, then the regular Board member position shall be filled during the election of regular Board members that year.

2. In even-numbered years in which the office of Secretary and/or Treasurer will fall vacant, the Board shall elect a new Secretary and/or Treasurer at least four months before the scheduled commencement of the period of office. The President shall solicit nominations from Board members. Should the elected Officer(s) already be regular Board member(s), then the regular Board member position shall be filled during the election of regular Board members that year.

3. The rules for election of the Chair of the ECLC who sits on the MRS Board as a representative of the young investigators of the Society will be determined by the MRS Board and will be included in the Executive Summary.

§8 Finance

1. The MRS is organized exclusively for scientific purposes. No part of the net earnings of the MRS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the MRS board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the MRS's stated purposes. No substantial part of the activities of the MRS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the MRS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from US federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future US federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the US Internal Revenue Code, or the corresponding section of any future US federal tax code."

2. The funds and estates of the Society shall be derived from the annual subscriptions of members, grants, donations and other endowments accepted by the Board on behalf of the Society. They shall be administered by the Treasurer acting on instructions from the Board for the furtherance of the objects of the Society.

3. The Society shall be a registered non-profit organization with all funds being used for the benefit of the membership, in such a manner that the aims and objectives of the Society are furthered.

4. The accounts of the Society shall be audited annually. The Treasurer shall be responsible for the filing of annual tax returns. A written report shall be submitted by the Treasurer to the Board for approval, at the latest by 31st December following the close of the financial year. The written report shall contain full details of revenue, expenses and net assets at the end of the financial year for which the written report has been prepared.

5. The Treasurer shall present a financial report to the membership at each General Meeting of the Society. This report shall be for the period following the previous General Meeting.

6. Regulations for the payment of membership fees and the duration of membership shall be determined by the Board and documented in the Executive Statement.

7. Upon termination or dissolution of the MRS, any assets lawfully available for distribution shall be distributed to 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 US federal tax code. The organization to receive the assets of the MRS shall be selected at the discretion of a majority of the board members (greater than two thirds of the Board of Directors serving at the time of dissolution). In the event the Board of Directors cannot so agree, assets shall be distributed to the US 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.

§9 General Meetings, Board Meetings and Extraordinary Meetings

1. General Meetings of the membership of the Society shall take place at least every two calendar years, and shall be held at such time and in such place as may be determined by the Board. Each international MRS conference shall contain a General Meeting of the membership. Any member of the Society may submit agenda points to the Secretary at the latest six weeks before the General Meeting. The Secretary shall

circulate an agenda for the General Meeting to all Society members at least four weeks in advance of the meeting.

2. General Meetings shall contain the following fixed agenda points:

- (i) A financial report from the Treasurer for the period since the last General Meeting
- (ii) A report on MRS activities since the last General Meeting from the President
- (iii) An outline from the President about MRS activities planned for the future
- (iv) Discussion of points (i) – (iii) and a motion to approve the current Board Strategy, including the Executive Statement

The President may appoint others to report on agenda points (ii) and (iii) at his or her discretion.

3. A vote in favor of the current Board strategy and Executive Statement by 50% or more of the Society members present at the General Meeting shall be taken as approval. If less than 50% vote in favor, the Board shall write to all members of the society at the latest two months after the vote, outlining how the Board strategy and Executive Statement will be modified in response to the vote.

4. The Secretary shall take minutes from the General Meeting, and circulate these to the Board for approval. These minutes shall then be made available to the membership, for example via the Society web site, at the latest three calendar months following the General Meeting.

5. The Board shall convene at least six times per year for Board meetings, either in person or via a teleconference. The President shall circulate an agenda for Board meetings to Board members at least one week in advance.

6. If required, and after agreement by the Board, guests may be invited to attend Board meetings, for example for the purpose of giving advice to the Board. Guests shall not have voting rights at Board meetings.

7. The Secretary shall take minutes of the Board meetings, and circulate these to the Board for modification as appropriate and approval.

8. The Secretary may appoint a deputy for the task of writing and distributing minutes of General Meetings and Board meetings, if required.

9. The Secretary shall archive the minutes of all meetings. Once his/her term of office expires, the archived minutes shall be passed to the next Secretary. Archived minutes shall be made available to any Board member upon request.

10. Extraordinary General Meetings or Extraordinary Board meetings may be requested by any member of the Society. Such requests must be made in writing, clearly stating the reason why an extraordinary meeting is being requested. The request must be seconded in writing by another member of the Society. Requests should be addressed to the President, who is responsible for discussing the request with the Board and taking appropriate action. Minutes of Extraordinary meetings shall be taken by the Secretary as for regular meetings

11. The Secretary shall give the following notice of meetings:

General Meetings: Not less than three calendar months;

Board Meetings: Not less than four weeks, unless a regular jour fix for Board meetings has been agreed by the Board

Extraordinary Meetings: Not less than two weeks from the date of request.

§10 Organs of the Society

1. The official scientific journal of the Society shall be Clinical and Experimental Metastasis. Additional scientific journals may be chosen by the Board to be associated with the Society. These journals shall be listed in the Executive Statement.

2. The Board shall develop and maintain a Society web site that shall act as an information portal about the Society and shall provide members of the Society access to the Constitution and Rules of the Society, as well as the Executive Statement.

§11 Alteration of the Constitution and Rules

1. Alteration of any part of the Constitution and Rules can be made at a General Meeting of the Society, provided that notice of such proposed alteration has been given in the agenda of the meeting, and two-thirds or more of those voting on the alteration signify their assent. Notice in writing of any proposed alteration duly seconded shall be given to the Secretary of the Society at least ten weeks before the meeting. Alternatively, the MRS Board may request alterations to the Constitution and Rules by a secure secret electronic ballot. Members of the Society must be informed of the proposed changes in writing at least eight weeks before the ballot takes place. During the period between notification of the proposed changes and the secret ballot, MRS members will have the chance to comment on the proposed changes in writing. These comments will be circulated in full to all MRS members before the ballot takes place. Acceptance of proposed changes to the Constitution and Rules will require approval by at least 50% of the current members of the society.

2. No alteration may be made which would cause the body to cease to be charitable at law.