

BYLAWS OF THE LITHUANIAN BIOPHYSICAL SOCIETY

PREAMBLE

The main goal of the Lithuanian Biophysical Society (LBPS, in Lithuanian *Lietuvos biofizikų draugija, LBFD*) is the development of biophysics science, studies, and their practical application. Biophysics studies the structural-functional organization of the living systems by means of physical, physicochemical, and theoretical methods.

1. GENERAL PRINCIPLES

1.1. The Lithuanian Biophysical Society (hereinafter referred to as the Society, Association) is a voluntary, independent public-scientific association with the main goal of developing biophysical sciences and studies in Lithuania, representing Lithuania in the activities of the European Biophysical Societies Association (EBSA, www.ebsa.org), collaborating with other Lithuanian scientific organizations, coordinating the activities of the Society members, representing and defending the interests of the Society members, protecting and pursuing the traditions of Lithuanian science.

1.2. The Society shall act in accordance with the Constitution of the Republic of Lithuania, the Civil Law of the Republic of Lithuania, the Law on Associations of the Republic of Lithuania, other laws, resolutions of the Government of the republic of Lithuania, and base its activities on the present Bylaws.

1.3. The Association shall have the right to acquire property and non-property rights, have obligations, be a prosecutor defendant in court, the arbitrage, and court of third parties. The Association shall be liable for its obligations to the extent of all its property and shall not be liable for the obligations assumed by its members. The members of the Association shall not be liable for the obligations assumed by the Association.

1.4. The accounting period of the Society shall coincide with the calendar year.

1.5. The activities of the Society shall cover the whole territory of Lithuania.

2. TASKS AND MEANS

2.1. Tasks of the Society shall be the following:

2.1.1. to represent the rights of the Society members, protect their legal interests in the governmental, public, and international organizations;

- 2.1.2. to collect and disseminate information about important biophysics-related events in Lithuania and abroad, the possibilities of obtaining financial assistance to scientific research, and the possibilities of participating in European projects;
 - 2.1.3. to collect and disseminate information about scientific biophysical research groups in Lithuania and their activities;
 - 2.1.4. to participate in the activities of the science policy of Lithuania revealing the prospective research areas seeking to modernize principles of distributing and controlling financial assistance allocated by the state and support foundations to scientific research;
 - 2.1.5. to disseminate the achievements of Lithuanian biophysical science;
 - 2.1.6. to promote biophysical knowledge at Lithuanian schools;
 - 2.1.7. to promote and support different forms of training young biophysicists;
 - 2.1.8. to solve the issues of biophysical terminology in Lithuanian;
 - 2.1.9. to provide the Society members with help, assist them in defending their professional and author rights.
- 2.2. In seeking to achieve the goal set forth in the preamble of the Bylaws and to implement the tasks listed herein, acting in the sphere of scientific research and education, the Society shall carry out the activity specified below:
- 2.2.1. participate in preparing laws of the Republic of Lithuania, other legal acts related to the development of the biophysical sector, seek to achieve that the laws favourable to the main activities of its members should be adopted;
 - 2.2.2. set up standing or temporary expert commissions and groups;
 - 2.2.3. participate in preparing and implementing target programs of the biophysical sector;
 - 2.2.4. organize conferences of the Society, and other Lithuanian and international scientific events in the sphere of biophysics;
 - 2.2.5. organize workshops, seminars, courses, schools;
 - 2.2.6. establish and maintain relations with Lithuanian governmental and public organizations, other biophysical and biochemical societies and organizations abroad, foreign scientists and organizations. The Society shall represent Lithuania at the EBSA and other biophysical organizations;
 - 2.2.7. carry out scientific research on its own initiative or on behalf of some institution;
 - 2.2.8. in the procedure provided for in laws establish enterprises, organizations, foundations, engage in economic-commercial activities that are not at variance with its

Bylaws and objectives of its activity and are necessary to achieve the goals of the Society;

2.2.9. participate in preparing biophysics curricula, textbooks and teaching aids, organize young biophysicist schools, provide methodological and practical assistance to the teachers and lecturers of biology;

2.2.10. organize scientific and cognitive tours, excursions, expeditions, organise lectures and other public events;

2.2.11. set up branches, commissions and other subdivisions of the Society to organize work;

2.2.12. accumulate historical material of Lithuanian biophysics science and build up the archive of the Society;

2.2.13. issue the publications of the Society;

2.2.14. maintain and update the Society's website, which shall provide information to the Society members and general public about the activities of the Society.

3. MEMBERS, THEIR RIGHTS AND OBLIGATIONS

3.1. Members, honorary members and sponsors shall take part in the activities of the Society;

3.2. Any Lithuanian and/or foreign citizen who approves of the Society's goals and undertakes to comply with its bylaws shall have the right to become a member of the Society. Any Lithuanian or foreign legal entity that fulfils the same requirements as set to a natural person shall also have the right to become a member of the Society upon expressing the desire to become the Society's member in writing and having paid an entrance fee, as well as membership fees. The decision on admitting new members shall rest with the Board of the Society.

3.3. Members must adhere to the Society's Bylaws. The person whose interests are at variance with the goals of the Society can be denied admittance to and/or can be expelled from the Society.

3.4. Members of the Society shall be independent in their scientific, economic and other activities. Members of the Society shall have the right to belong to other associations too.

3.5. A person who has contributed greatly to biophysical science and/or studies shall have the right to become the Society's honorary member. The title of an honorary member shall be conferred by the Board of the Society.

3.6. A member and honorary member of the Society shall have the right to:

3.6.1. elect and be elected to all governing and revision bodies of the Society;

3.6.2. receive information about the economic and financial activities of the Society, to become acquainted with the documents of the Society. The procedure for providing members of the Society with the documents and other information shall be established by the Board of the Society;

3.6.3. receive support from the Society, make use of the services provided by the Society and information it has accumulated;

3.6.4. contest the decisions of the general meeting of the members of the Society, its Board and administration in court;

3.6.5. other rights that are provided for in the laws of the Republic of Lithuania.

3.5. Members shall have the right to leave the Society, and the Society shall have the right to expel a member from the membership of the Society. The members that have left the Society or have been expelled from it shall have no right either to the property or the entrance fee of the Society. A member shall be expelled from the Society in case he/she fails to fulfil his/her obligations established by the present Bylaws, deliberately interferes with pursuing the Society's goals, exceeds his/her authorizations, fails to pay the membership fee (fails to pay it within half a year after receiving an official notification and if the Board of the Society did not postpone the term of payment).

3.6. The individuals who intend to become members of the Society and whose membership has been approved by the Board of the Society shall pay the entrance fee. The members must pay the annual membership fee; a part thereof shall be paid to the Society's membership in EBSA. Bachelor or Master's students and unemployed retired persons can be released from the duty to pay the fee on the Board's decision. The amount of the entrance and annual fees and the procedures for paying them shall be established by the general meeting.

3.7. Any natural person and legal entity that approve of the Society's goals and recognize its Bylaws, support the Society, its subdivision and any activity of the Society financially can become a sponsor of the Society.

3.8. The sponsor of the Society shall have the right to:

3.8.1. receive information about all events of the Society and send representatives there;

3.8.2. organize joint events with the Society.

3.9. A member can leave the Society upon submitting a written application to its Chairman/Chairwoman.

4. STRUCTURE AND MANAGEMENT

4.1. The activities of the Society shall be managed by:

- 4.1.1. The General Meeting of its members;
- 4.1.2. The Board of the Society
- 4.1.3. The Chairman/Chairwoman of the Society

4.2. The supreme management body of the Society shall be the General Meeting convened by its Board at least once in 5 years. An extraordinary meeting can be convened if the Board of the Society or at least one fifth of the members of the Society demands that.

4.3. The General Meeting may:

- 4.3.1. approve, amend the Bylaws of the Society, make a decision on the change of the address of the Society's headquarters;
- 4.3.2. set the main objectives of the Society and make relevant solutions;
- 4.3.3. approves reports of the Board of the Society and the Revision Commission;
- 4.3.4. elect the Board of the Society (its Chairman/Chairwoman, the Secretary, the Treasurer and four members), whose term of office is not longer than 5 years; The elected Chairman/Chairwoman of the Society shall head the Board of the Society and at the same time shall be the Chairman/Chairwoman of the Society. The Chairman/Chairwoman may be elected leads the board and at the same time is the chairman of the board. Chairman may be elected for no longer than two terms of office in a row, the duration of each term of office cannot exceed 5 years;
- 4.3.5. elect three members of the Revision Commission.
- 4.3.6. fix the amount of entrance fees of the Society members and the procedure for paying them;
- 4.3.7. make a decision on restructuring, reorganization or liquidations of the Society and appoint the liquidator;
- 4.3.8. make a decision on the establishment of other legal entities of limited liability or on becoming members of these entities;
- 4.3.9. consider other issues relevant to the Society and make relevant solutions.

4.4. The issues considered at the General Meeting shall be resolved by a simple majority of vote, with the exception of the decisions on amending the Bylaws of the Society, its

restructuring, reorganization or liquidation, which shall be adopted by 2/3 of all votes of the Society members participating in the meeting. All members of the Society shall have the deciding vote. One member shall have one vote at the General Meeting. The Meeting shall be deemed to have taken place if the members of the Meeting have been informed of the General Meeting by email at least two weeks before the day of the Meeting and more than one fifth of the Members of the Society participate in it. Voting can also be carried out electronically. Voting questions must be e-mailed to the members of the meeting at least 5 days prior to the voting deadline. The same requirements shall be set to the quorum of the decision made by electronic voting as to that when voting during the General Meeting.

4.5. The Board of the Society consisting of 7 (seven) members – the Chairman/Chairwoman, the Secretary, the Treasurer and four members – shall head the activities of the Society between the General Meetings.

4.6. The Board shall:

4.6.1. convene the General Meeting of the Board notifying its members about the time, venue and the agenda;

4.6.2. submit a report on the activities of the Board activities, announce and organize publicizing of public information;

4.6.3. implement the decisions of the General Meeting;

4.6.4. The Chairman/Chairwoman of the Board of the Society shall represent the Society in court, at state government and administration institutions, conclude employment contracts and/or other agreements with the employees of the Society, terminate them and assumes responsibility for the activity of the Society in relations with other natural persons and legal entities, perform all tasks specified in the Bylaws on its behalf;

4.6.5. The Board shall manage the property and funds of the Society through the Treasurer, organize the economic activity, confirm the income and expenditure estimates and annual financial reports; upon coordination with the Board, the Chairman/Chairwoman of the Board, shall open and close accounts with credit institutions;

4.6.6. approve the establishment and liquidation of sections and subdivisions of the Society, make decisions on the establishment of branches and representations of the Society and cancellation of their activities;

4.6.7. keep account of the number of the members of the Society and build up the archive of the Society.

4.7. The Board shall meet at least once a year for meetings. The quorum of the Board shall be made of more than half its members. Issues under consideration shall be decided by a simple majority vote of those present at the Meeting.

4.8. The issues related to the activity of the Society can be resolved by carrying out electronic voting of the members of the Board of the Society. Voting questions must be e-mailed at least 5 (five) days prior to the voting deadline. The same requirements shall be set to the quorum of the decision made by electronic voting as to that when voting during the General Meeting.

4.9. The documents of the Society shall be approved by the Chairman/Chairwoman or the Secretary of the Society, and the financial documents – by the Chairman and the Treasurer.

4.10. The Revision Commission shall exercise control over the Society's activities, i.e., shall check the implementation of the Bylaws or the decisions adopted by the general Meeting, financial and economic paperwork. The Commission shall inform the Board of the Society about the checkup results. The Commission shall be accountable to the General Meeting.

4.11. Provisional and standing subdivisions can be established in the Society (commissions, working groups, steering committees, etc.) to solve current tasks.

5. RIGHTS AND DUTIES OF THE SOCIETY, PROPERTY AND SOURCES OF INCOME

5.1. To carry out the activities specified in the Bylaws the Society may:

5.1.1. have current and currency accounts with banks in the procedure established by laws;

5.1.2. manage, use the property and funds belonging to it;

5.1.3. conclude contracts, agreements and assume obligations;

5.1.4. engage in economic-commercial activities that are not forbidden by laws and that are not at variance with the Bylaws and goals of the Society and are necessary to achieve its goals;

5.1.5. establish enterprises and organizations, the mass media. They are established and operate according to the law of enterprises or organizations of certain type;

5.1.6. establish branches, divisions and representations;

5.1.7. join the union of associations (confederacy) or leave them;

5.1.8. join international organizations.

5.2. The Society shall keep accounting, provide financial-accounting information to state institutions and pay taxes in the procedure established by laws.

5.3. By the right of ownership the Society may own buildings, means of transportation, equipment, and other property that is necessary to carry out the activities specified in the Bylaws and that can be acquired with the funds established in point 5.1.

5.4. The sources of income of the Society shall be as follows:

5.4.1. entrance fees, membership fees, other fees;

5.4.2. target funds from the state, municipalities, structural funds;

5.4.3. money and property donated gratuitously by physical persons and legal entities;

5.4.4. legacies bequest in wills to the Society;

5.4.5. profit of the enterprises established by the Society;

5.4.6. profit derived from the economic-commercial activities of the Society;

5.4.7. interest from credit organizations paid on the deposits stored with them;

5.4.8. other sources of income that are not forbidden by laws.

5.5. The entrance fee for new members shall be determined at the General Meeting.

5.6. The annual fee of a member of the Society shall be established at the General Meeting on the basis of annual budget of the association.

6. RESTRUCTURING AND THE END OF THE SOCIETY

6.1. The activities of the Society shall come to an end after the General Meeting makes a corresponding decision and appoints the liquidator, or on the decision of state institutions specified in the laws of the Republic of Lithuania. The liquidation procedure shall be established in the Civil Code and the law on Associations of the Republic of Lithuania. The property that remains after the liquidation of the Society shall be used in the procedure established by the law.

6.2. In case fewer than 3 (three) members remain in the Society, the latter must inform the Register of Natural Persons thereof within 30 days.

7. NOTIFICATIONS AND ANNOUNCEMENTS OF THE SOCIETY

7.1. Notifications and announcements of the Society that must be announced publicly shall be publicized in the electronic version for public announcements issued by the Manager of the Register of Legal Entities of the Republic of Lithuania.

7.2. The decisions and announcements, as well as other necessary information, of all bodies of the Society shall be e-mailed or mailed to the members of the Society. The members shall have the possibility to become acquainted with all information at the Headquarters of the Society.

7.3. The procedure for presenting the documents and all other information about the activity of the Society to its members shall be approved by the Board of the Society.

8. THE PROCEDURE FOR ESTABLISHING BRANCHES AND REPRESENTATIONS OF THE SOCIETY AND TERMINATING THEIR ACTIVITIES

8.1. The right to make a decision to establish branches and representations of the Society, to terminate their activities, to appoint and recall the heads of the branches and representations, as well as to approve their bylaws, shall be vested in the Board of the Society on the basis of legal acts.

9. THE PROCEDURE FOR AMENDING THE BYLAWS OF THE SOCIETY

9.1. The Bylaws of the Society shall be amended on the decision of the General Meeting.

10. THE PROCEDURE FOR CHANGING THE HEADQUARTERS OF THE SOCIETY

10.1. The address of the headquarters of the Society shall be changed on the decision of the General Meeting.

Bylaws Committee

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