

INTERNATIONAL SOCIETY FOR ADVANCEMENT OF CYTOMETRY

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POLICY & PROCEDURES MANUAL

Table of Contents

Topic	Page	Last Revised on	Approval Body
1.0 Council Policies and Procedures			
1.01 Council Code of Conduct	2	October 31, 2022	Council
1.02 Council Duties	4	January 23, 2023	Council
1.03 Officer Duties	6	January 23, 2023	Council
1.04 Council Liaison Duties	8	January 23, 2023	Council
1.05 Elections	9	May 3, 2024	Council
1.06 Council Meetings	10	May 3, 2024	Council
1.07 Constitution and Bylaws	11	January 23, 2023	Council
1.08 Conflict of Interest	12	May 3, 2024	Council

Appendices	Page	Last Revised on	Approval Body
1.01 Member Code of Conduct	13	October 31, 2022	Council
1.02 Council Roles, Responsibilities and Expectations	18	January 23, 2023	Council
1.03 Officer Roles, Responsibilities and Expectations	20	January 23, 2023	Council
1.04 Council Liaison Roles, Responsibilities and Expectations	23	January 23, 2023	Council
1.05 Election Processes	24	May 3, 2024	Council
1.06 Council Procedures	27	May 3, 2024	Council
1.06.1 Reimbursement Policy			
1.06.2 Voting Procedures			
1.07 Process for Amending ISAC's Constitution or Bylaws	30	January 23, 2023	Council
1.08 ISAC Councilor Conflict of Interest Policy	31	May 3, 2023	Council

1.01 COUNCIL CODE OF CONDUCT

Article VI of ISAC's Bylaws states: *Council shall act as the Board of Trustees for the Society. As such, Council is responsible for defining the Society's strategic vision and is accountable for the overall health of ISAC's programs, organizational culture, and fiscal affairs.*

ISAC's Councilors and Officers are committed to abiding by and promoting the highest standards of ethical conduct in the performance of their responsibilities on Council. Councilors and Officers shall:

1. Faithfully abide by the Constitution, Bylaws and policies of ISAC.
2. Faithfully abide by the ISAC Member Code of Conduct (Appendix 1.01), extending professional levels of courtesy, respect and objectivity to all individuals involved in Society activities, including members, guests, ISAC staff, and contractors.
3. Assist fellow Councilors, and all volunteers and members involved in Council-delegated responsibilities, in upholding the ISAC Member Code of Conduct.
4. Exercise reasonable care, good faith, loyalty, and due diligence in organizational affairs.
5. Fully disclose, at the earliest opportunity, information that may result in any perceived or actual conflict-of-interest, and, as appropriate or as directed by ISAC, abstain from participating in debate, negotiation, or decision-making whenever a decision, or lack of decision, would affect any personal interest.
6. Abstain from accepting, directly or indirectly, any gift, favor, service, employment or any other item that is offered with the intent to influence Council decision-making.
7. Exercise the powers invested for the good of all members of the Society rather than for personal benefit.
8. Ensure the right of all Society members and staff to efficiently access appropriate and effective services, without discrimination with respect to gender, sexual orientation, national origin, race, religion, age, political affiliation, geography or disability, in accordance with all applicable legal and regulatory requirements.
9. Respect the confidentiality of sensitive information that becomes known due to Council service.
10. Respect the diversity of opinions as expressed or acted upon by the Council, committees and Society, and dissent as appropriate.
11. Promote collaboration, cooperation, and partnership between ISAC members, staff, volunteers, and Associated Societies.
12. Respect the strategic priorities set by Council as a whole and avoid redirecting their own or others efforts toward other goals based on personal interest.

Article IX of ISAC's Bylaws states: *A two-thirds majority of the Council may dismiss a Member of the Society if the Member is found guilty of conduct injuring the good name of the Society, disturbing its well-being, or hampering it in its work. Any Officer or Councilor may be removed from office for the same reasons or for neglect of duty in office. Procedures for*

investigation and trial shall be as defined in Robert's Rules of Order or in a similar procedure defined by the Council.

The underlying ethical principles, commitments, and policies for the ISAC Member Code of Conduct are detailed in Appendix 1.01.

1.02 COUNCIL DUTIES

As specified in Article V of ISAC's Constitution, the Society is governed by a Council consisting of the Officers and ten Councilors. Councilors are elected to serve for two consecutive two-year terms, and are not eligible for immediate re-election as Councilors. Terms of office are staggered, with approximately half elected at each term.

The major duties of Council are prescribed in Article VI of ISAC's Bylaws, summarized below, and expanded in Appendix 1.02.

- Council acts as the Board of Trustees for the Society. As such, Council is responsible for defining the Society's strategic vision and is accountable for the overall health of ISAC's programs, organizational culture, and fiscal affairs.
- Council establishes the policies of the Society according to the Constitution and, in collaboration with the Executive Director, oversees the implementation of these policies according to the Bylaws.
- Council must formally approve all official activities of the Society, including all recommendations of Committees and Taskforces of Council, unless specifically delegated.
- Council may retain individuals and/or organizations to assist in handling the affairs of the Society and shall determine their duties and responsibilities.
- All budgets for expenditure of Society funds must be approved by Council.
- Council ensures that any Officer or Councilor vacancies are filled in a timely fashion.
 - Should the Presidency become vacant and there is no President-Elect, Council shall elect one of its Members as Acting President. Council shall decide whether or not to hold a special election to replace an Acting President.
 - Should the position of President-Elect become vacant, Council shall hold a special election to fill this position.
 - Should the office of Secretary or Treasurer become vacant, Council shall appoint an Acting Secretary or Treasurer, who shall serve until the office can be filled by a regular election of the Society.
 - Interim vacancies among the Councilors shall be filled by appointments recommended by the President and approved by Council.
- Council meets at least once per year at the call of the President.
 - Councilors shall attend all Council meetings, Congresses and Business Meetings, unless excused by the President.
 - When appropriate, Council business may be conducted by conference telephone or other means of communication by which all Councilors participating may simultaneously hear each other during the meeting.
 - Eight members of Council constitutes a quorum.
 - The Council may take action without a meeting by unanimous consent, such consent to be memorialized in writing, including email.

- Council oversees the work of the Society's Committees and Taskforces.
 - There are eight Standing Committees of the Society, with duties and responsibilities as provided in Article VII of ISAC's Bylaws and by Council.
 - Council may establish other Committees or Taskforces to meet special needs of the Society.
 - Council approves all Committee appointments, and ensures that Committee Membership represents as broad a cross section of the Society as is possible and practical.

Appendix 1.02 provides a more detailed description of Council and Councilor roles, responsibilities and expectations.

1.03 OFFICER DUTIES

Officers serve Council. Individual Officers may not act in place of Council, unless acting together as the Executive Committee in accordance with Bylaws Article V and ISAC Policies & Procedures Section 3.01.

The Officers of the Society are the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. The President-Elect serves one term as such, followed by one term as President. No person shall serve as President-Elect or as President more than once. A term is defined as two years following the General Business Meeting of the Society at which an Officer assumes their duties. The Secretary and Treasurer serve for two consecutive terms and are not eligible for immediate re-election. Their terms of office are staggered so that they take office at different Business Meetings.

The major duties for each officer are prescribed by Article V of ISAC's Bylaws and summarized below. Appendix 1.03 provides a more detailed description of roles, responsibilities and expectations for each officer.

The President:

- Chairs Council meetings and meetings of the Executive Committee;
- Proposes and charges, with the approval of Council, the Chairs and other Members of Committees or Taskforces of Council, except as otherwise specified in the Bylaws;
- Is a voting member of the Executive Committee and Council, and an *ex officio* non-voting member of all other Committees or Taskforces of Council unless otherwise specified
- Presides over the International Congress of the Society, and over the General Business Meeting;
- Carries out other duties as assigned by Council; and
- Is the only Council member authorized to speak for the Society, unless this task is specifically delegated to another Council member.

The President-Elect:

- Assists the President;
- Performs the duties of the President when the President is not available;
- Is responsible for organizing one International Congress during their term;
- Is a voting member of the Executive Committee and Council, and an *ex officio* non-voting member of all other Committees or Taskforces of Council unless otherwise specified
- Carries out other duties as assigned by Council; and
- Succeeds to the Presidency the moment that office becomes vacant.

The Secretary:

- Is a voting member of the Executive Committee and of Council;
- Chairs the Governance Committee;

- Ensures appropriate governance practices in all activities of Council and the Committees or Taskforces of Council;
- Ensures that minutes and other records of Council are maintained; and
- Carries out other duties as assigned by Council.

The Treasurer:

- Is a voting member of the Executive Committee and of Council;
- Chairs the Finance Committee;
- Is responsible for ensuring the overall financial integrity of the Society;
- Collaborates with ISAC's Executive Director and staff to prepare the annual budget for Council approval; and
- Carries out other duties as assigned by Council.

The Immediate Past-President:

- Is a voting member of the Executive Committee and of Council;
- Chairs the Nominations Committee;
- Presides over the Annual Awards Ceremony; and
- Carries out other duties as assigned by Council.

1.04. COUNCIL LIAISON DUTIES

ISAC's Standing Committees, Council Committees and Council Taskforces (collectively, Committees) play an essential role in the Society's work as a volunteer organization in service to the cytometry community at large.

Any Committee that does not include a Councilor as a member or Chair will be assigned a Council Liaison. The Council Liaison role supports Committee effectiveness by:

- Clearly communicating ISAC's strategic priorities to the Chair and members of their assigned Committee;
- Assisting the assigned Committee to align its goals and activities with ISAC's Strategic Plan;
- Communicating the Committee's activities and resource needs to Council;
- Facilitating communication and coordination among Committees;
- Performing other duties as assigned by Council.

Appendix 1.04 provides a more detailed description of responsibilities and expectations for the Council Liaison role.

1.5 ELECTIONS

Date of most recent Council review and approval: May 3, 2024

Article I of ISAC's Bylaws specifies that:

- a) There are two categories of membership: Voting and Non-Voting;
- b) Only Voting Members of the Society have the right to vote in elections and at business meetings, to petition, and to hold office in the Society.

Members are eligible to vote as soon as their membership application, and any payment due, has been processed.

As specified in Article VIII of ISAC's Bylaws, Officers and Councilors are elected by Voting Members of ISAC. The ballot is sent by the Society Office to Voting Members at least 45 days before the General Business Meeting at which the newly elected Officers and Councilors are to be installed.

The candidate(s) for each office who receive(s) the largest number of votes is/are elected.

When specified by Council, special elections shall take place and shall follow the same procedure as for a general election.

The Nominations Committee is charged with creating a final ballot for Council approval, comprising candidates nominated by the Nominations Committee, by members, or by petitions from members.

As stated in Article VII of ISAC's Bylaws, it is the responsibility of Council and the Nominations Committee to ensure that the candidate list and final ballot represents as broadly as possible all aspects of cytometry in both breadth (i.e., inclusivity) and balance (avoidance of undue or unintended bias in the representation of the breadth of cytometry). Examples include diversity of geography, gender, ethnicity or race, age, scientific and technical expertise, and institutional type.

Any detection of unintentional, intentional or systematic disenfranchisement of a Voting Member will result in a Council inquiry and could result in an immediate call for a new election.

Appendix 1.05 provides a more detailed description of the nominations and elections timelines and processes.

1.06 COUNCIL MEETINGS

The ISAC Council meets approximately monthly via conference call. The Executive Director works in conjunction with Council Chair (President) on the monthly agenda and attachments. A draft agenda and a call for additional agenda items are expected to be shared with Councilors at least one week prior to the call. The final agenda and attachments are shared prior to the call.

When possible, the ISAC Council meets face-to-face at either the start or the conclusion of each ISAC CYTO Congress. Alternatively, at the discretion of the President and in response to the needs of the Society, the ISAC Council may meet virtually, at ISAC Headquarters, or at another agreed-upon location.

In addition to their other duties (Section 1.02), Councilors are expected to register for and attend the CYTO Congresses during their time in office; these costs, including any travel and lodging costs for the standard meeting days, are not reimbursed by ISAC. Expenses incurred in conjunction with attendance at face-to-face Council meetings outside this time period may be reimbursed in accordance with ISAC's expense reimbursement policy (Appendix 1.06.1).

In order for the ISAC Council to vote on a business item, a quorum of eight or more members of Council must be present and maintained until completion of the vote. Additional procedural clarifications are as specified in Appendix 1.06.2.

1.07 CONSTITUTION AND BYLAWS

ISAC's Constitution and Bylaws govern the actions of the Society and of its Officers, Councilors, Volunteers, and Members. ISAC is able to change its Constitution and Bylaws when necessary.

Article VIII of ISAC's Constitution specifies that amendments to the Constitution may be initiated by a Member of Council or may be initiated by a petition to Council signed by at least 5% of the Voting Members of the Society. Proposed amendments to this Constitution must be approved by a two-thirds majority of Council; must then be presented to, and discussed by, the membership in an open forum; and must finally be submitted to the membership for ratification by means as specified in the Bylaws. Ratification of proposed amendments to this Constitution requires approval by Voting Members of the Society equal to the lesser of i) 15% of Voting Members or ii) at least two thirds of the total number of votes cast in the preceding election.

Article IX of ISAC's Bylaws specifies that amendments to the Bylaws are made by the same procedure as amendments to the Constitution, except that ratification of proposed amendments requires approval by Voting Members of the Society equal in number to the lesser of i) 10% of Voting Members or ii) at least one-half of the number of votes cast in the preceding election.

Appendix 1.07 provides a more detailed description of the process to be followed when amending either the Constitution or the Bylaws of the Society.

1.08 CONFLICT OF INTEREST

A conflict of interest arises whenever the personal or professional interest of a Councilor, Committee or Taskforce Member is potentially at odds with the best interests of ISAC. Legal standards for avoiding conflict of interest for nonprofit organizations are fairly limited. ISAC will avoid wherever possible the appearance of impropriety. Individuals and businesses qualified to provide goods and services to ISAC are limited, and therefore situations may arise where volunteers or businesses that employ them are commercially engaged by ISAC.

Attendance at Council or meetings of any Council-authorized group is considered to indicate each meeting attendee accepts and will comply with the principles outlined in ISAC's Council Conflict of Interest policy (Appendix 1.08).

In brief, if an issue to be decided by the Council or any Council-authorized group involves a potential conflict of interest for any person in that group, it is the responsibility of the conflicted individual(s) to:

1. Disclose the potential conflict of interest to the Chair.
2. Recuse themselves, either staying out of the discussion except as permitted under the Council Conflict of Interest Policy (Appendix 1.08) or leaving the meeting, at the discretion of the Chair.
3. Not vote on the issue.

For Council, potential conflicts of interest will be noted in the meeting minutes. For other ISAC groups where a potential conflict of interest is noted, a note will be recorded in the meeting minutes by the person drafting the minutes.

It is not a conflict of interest to reimburse Councilors for expenses incurred. Councilors are prohibited by law from being paid for serving on the Council.

APPENDIX 1.01

ISAC Member Code of Conduct and Ethical Principles

Date of Council adoption: October 31, 2022

Article II of ISAC's Constitution states: *The Society is an international scientific and educational organization whose purpose is to promote: Development of cytometry; transfer of methodologies; and exchange of scientific and technical information. ISAC's mission is to serve a multidisciplinary community by leading technological innovation, scholarship, and the exchange of knowledge in the quantitative cell sciences.*

With this role comes a responsibility for ISAC members to commit to ethical standards that support the goal of continuously improving the Society for the benefit of all. ISAC's Member Code of Conduct establishes guidelines for behavior of all individuals involved in Society activities, in order to foster an environment that is courteous, collegial, collaborative, and respectful, with the primary goal of advancing Cytometry being at the center of all operations.

Society Commitments

This Member Code of Conduct sets forth the commitments of ISAC and behavior expected of all members of ISAC participating in any Society activities or volunteer role. It applies to all members, irrespective of their membership type, the role they fulfill, or the jurisdiction in which they live or work. Any changes to it must be reviewed in light of their consistency with and impact, intended or unintended, on the ISAC Staff Code of Conduct.

ISAC Member Code of Conduct

As an ISAC Member, I will:

- Abide by the ISAC Constitution and Bylaws;
- Uphold the reputation and good standing of ISAC;
- Act with integrity and respect toward others;
- Act, support, respect, and abide by ISAC's commitments as well as appropriate laws that apply to personal conduct;
- Act in the general interest of ISAC and not use my position to unfairly benefit myself, my employer, or others;
- Promptly pay membership fees as part of continued membership and keep my information updated;
- Abide by ISAC's Conflict of Interest Policy in all Society activities.
- Not make any statement on behalf of ISAC or purport to represent ISAC through any public medium, including digital social media, unless authorized to do so by ISAC;
- Reject and not make any offer of bribery or unethical inducement in connection with involvement in ISAC;

- Conduct all business with ISAC, including in my interactions with other ISAC members, staff, and partners with professionalism and respect;

Application for membership indicates that the applicant accepts and will abide by this ISAC Member Code of Conduct as published.

Should a member fail to meet the conditions in this Code of Conduct, ISAC may, at its sole discretion, decide on the appropriate action to take. ISAC reserves the right to revoke membership that has been granted, in the event that a member violates the Membership Code of Conduct. The revocation proceedings are conducted as specified in Article VIII of ISAC's Bylaws and described under Enforcement, and provide protection of the rights of any individual who may be subject to revocation of membership.

Enforcement:

Adherence to this Code is a requirement of ISAC membership. A complaint alleging material Member Code of Conduct violations may be submitted in writing to the ISAC Executive Director. Oral and anonymous complaints will not be accepted, nor will complaints lacking sufficient detail and substantiation. Upon receipt of a proper complaint, the Executive Director will notify the President and the Chair of the Governance Committee, who will convene an Ethics Taskforce. This Taskforce will be chaired by a Past President and consist of at least three ISAC members with no conflict of interest. Members who are the subject of a complaint will be accorded adequate due process, as determined by ISAC, including notice of charges and an opportunity to respond.

The Ethics Taskforce will determine whether a violation occurred and, if so, recommend an appropriate sanction, up to and including suspension or termination of membership, for review by Council. Ethics Taskforce recommendations imposing a sanction may be appealed by the accused member to Council, whose decision shall be final.

Full cooperation with this enforcement procedure by members accused of Code violations is an obligation of membership. This procedure is not a proper means for resolving commercial or legal disputes.

Ethical Principles

ISAC's Code of Conduct embodies ethical standards for its members, Council, Committees, and volunteers. While adherence to the aspirational ethical standards is not easily measured, conducting themselves in accordance with these ethical standards is an expectation that members have of themselves as professionals. Among the aspirational ethical concepts which this Membership Code of Conduct embraces are those of respect, responsibility, fairness, and honesty.

- **Respect:** Respect is a behavior that demonstrates a high regard for oneself, others, and the resources entrusted to them. Individuals, money, reputation, the safety of others, and natural or environmental resources are all examples of such

resources. By fostering mutual cooperation, a respectful environment fosters trust, confidence, and performance excellence — an environment in which diverse perspectives and viewpoints are encouraged and valued.

- **Responsibility:** Responsibility is taking ownership for the decisions one makes or fails to make, the actions one takes or fails to take, and the consequences that result.
- **Fairness:** Fairness is making decisions and acting impartially and objectively. A member's conduct must be free from competing self-interest, prejudice, and favoritism.
- **Honesty:** Honesty is understanding the truth and acting in a truthful manner, both in one's communications and in one's conduct.

A Respectful Environment

ISAC is committed to maintaining an environment that encourages mutual respect, promotes courteous and congenial relationships among staff and Society members and is free from all forms of harassment and violence.

All ISAC employees and volunteers should interact with mutual respect and common courtesy in their daily work and in meetings. Inappropriate behavior (including but not limited to bullying, yelling, profanity) will not be tolerated. Volunteers are expected to take guidance from the President and Executive Committee. The President and Executive Director will work together to ensure harmonization between the activity of the employees and that of volunteers.

Unacceptable behavior towards any other individuals involved in Society activities can lead to removal as a volunteer or Society member (see Enforcement, above).

Diversity, Equity and Inclusion

ISAC is committed to fostering and maintaining an environment where diversity, equity and inclusion (DEI) are fully integrated into everything we do as a Society. To fully realize our goal, we prioritize our understanding of the complexities of DEI to inform our approach working as a global Society. We believe that this guides how we do our work, operationalize DEI, and position our content and educational opportunities to help strengthen our commitment to this endeavor.

An Inclusive and diverse environment

As individuals we all have our own beliefs and opinions. Our commitment to DEI does not mean that we must agree on another individual's beliefs and opinions, nor does it mean that those who do not agree with cannot be part of our community. What our commitment does mean is that our differences drive our need to be inclusive, respectful of each other, and that we take seriously our professional, ethical, and legal responsibilities to listen to all views and honor each other's right to be different.

- We believe that diversity is the presence and celebration of differences that enrich our Society, including – but not limited to - identity-focused characteristics, such as race, gender preference, sexual orientation, disability, age, cultural or educational background and/or geographical location.
- We believe that equity is the presence of and commitment to fair treatment, access and opportunity for all, where individuals are not at a disadvantage because of their identities.
- We believe that inclusion is how we demonstrate our commitment to diversity and equity and is at the center of our efforts to build an intentional culture that fosters feelings of belonging based on a variety of characteristics and honors the differences among our members, staff, volunteers, partners, and stake-holders.
- We believe inclusion ensures that individuals with different identities are valued and welcomed within our workplace.

Non-Harassment Policy / Non-Discrimination Policy

Consistent with its commitment to equity, diversity, and inclusion, ISAC prohibits and will not tolerate harassment based on race, color, religion, creed, sex, national origin, age, disability, marital status, veteran status or any other status protected by applicable law. Each individual has the right to work and serve in a professional atmosphere that is free from discriminatory practices including, but not limited to, harassment. Violations of this policy will not be tolerated.

Discrimination includes but is not limited to making any Society related decision to exclude another individual on the basis of race, color, religion, creed, age, sex, disability, national origin, marital or veteran status, or any other status protected by applicable law.

Harassment is generally defined as unwelcome verbal or non-verbal (communicated through email, Microsoft Teams or other, including virtual) conduct, based upon a person's protected characteristic, that denigrates or shows hostility or aversion toward the person because of the characteristic, and which has the purpose or effect of unreasonably interfering with a staff member's work or a volunteer's ability to serve in ISAC, or has the purpose or effect of creating an intimidating, hostile or offensive environment. Harassing conduct includes but is not limited to epithets; slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation among individuals of written or graphic material that denigrates or shows hostility or aversion toward an individual or group based on their protected characteristic.

- Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal, visual or physical conduct of a sexual nature, when:
 - Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or ability to serve in a volunteer capacity

- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions or ability to serve in a volunteer capacity affecting such individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or ability to serve in a volunteer capacity, or creating an intimidating, hostile or offensive environment.

Examples of sexual harassment include: unwelcome or unsolicited sexual advances; displaying sexually suggestive material; unwelcome sexual flirtations, advances or propositions; suggestive comments; verbal abuse of a sexual nature; sexually oriented jokes; crude or vulgar language or gestures; graphic or verbal commentaries about an individual's body; display or distribution of obscene materials; physical contact such as patting, pinching or brushing against someone's body; or physical assault of a sexual nature.

Reporting:

Any individual who feels that they have been harassed or discriminated against or has witnessed or become aware of discrimination or harassment in violation of these policies, should bring the matter to the immediate attention of the Executive Director or President. The organization will promptly investigate all allegations of discrimination or harassment and take action as appropriate based on the outcome of the investigation. An investigation and its results will be treated as confidential to the extent feasible, and the organization will take appropriate action based on the outcome of the investigation.

No individual will be retaliated against for making a complaint in good faith regarding a violation of these policies, or for participating in good faith in an investigation pursuant to these policies. If an individual feels he/she has been retaliated against, they should file a complaint using the procedures set forth under Enforcement.

APPENDIX 1.02

ISAC Councilor Roles, Responsibilities and Expectations

Date of Council Adoption: January 23, 2023

Purpose

Council, chaired by the President, sets the strategic vision of the Society, and works collaboratively with the Executive Director and senior staff, who lead the operational strategy.

Major responsibilities

Members of Council share the following responsibilities while acting in the interests of ISAC. Each member should make recommendations based on their experience and vantage point within the cytometry community.

- Organizational leadership and advisement
 - Council meets regularly (typically, monthly).
 - Council acts as the Board of Trustees for the Society.
 - In collaboration with the Executive Director, it develops a strategic plan supporting the mission of the Society and annually reviews the plan and the resources necessary for successful implementation.
- Organization of the board of directors, officers, and committees
 - Council makes all Committee appointments upon nomination by the President.
 - It ensures that any officer or Councilor vacancy is filled in a timely fashion according to the Constitution and Bylaws.
 - It ensures that the performance of Council and all of its committees are reviewed at least every three years.
- Formulation and oversight of policies and procedures
 - Council establishes the policies of the Society according to the Constitution and Bylaws.
 - It implements the Society's policies according to the Bylaws.
- Financial management, including adoption and oversight of the annual budget
 - Council approves all budgets for expenditure of Society funds.
 - It approves all fundraising activities of the Society
- Program planning and evaluation
 - Council approves all official activities of the Society, and ensures that they support the strategic plan.
 - It participates in all Congresses and Business Meetings.
 - It reviews organizational, operational, and programmatic reports.
- Human resources management
 - Council ensures timely recruitment, selection, appointment, and evaluation of the Executive Director.
 - It supports the Executive Director by providing counsel, feedback, and assistance.

- It ensures the recruitment of Council members.
- It ensures the recruitment and development of future Society leaders through the ISAC Leadership Development program.
- Outreach
 - Council promotes awareness of the organization and its mission in the larger scientific community.
 - It supports development of mutually beneficial relationships with complementary scientific societies.

Length of term:

Four years.

Meetings and time commitment

- Council meets monthly by teleconference. Meetings typically last 60 – 120 minutes.
- Whenever possible, Council meets face-to-face at the start and conclusion of the ISAC International Congresses. Alternatively, at the discretion of the President and in response to the needs of the Society, it may meet virtually or at ISAC Headquarters or at another agreed upon location.
- Standing Committees, Council Committees, and Council Taskforces normally meet at least quarterly, unless during a quarter the Chairs and members agree that there is no pending business.

Expectations of Council members

- To prepare for, attend, and participate in all monthly Council meetings, and participate in special sessions or events as able.
- If unable to attend a scheduled Council meeting to notify the President and Executive Director at least 3 days in advance;
- To prepare for, attend, and participate in any assigned Council Committee or Council Taskforce meetings on a regular basis. If unable to attend a scheduled meeting:
 - To notify the Committee or Taskforce chair least 3 days in advance; and
 - To provide the Chair with a status update on any assigned work in progress.
- To be alert to ISAC members' concerns that can be addressed by the Society's mission, objectives, and programs.
- To communicate and promote ISAC's mission and programs to the community.
- To be familiar with ISAC finances, budget, and financial/resource needs.
- To understand and abide by the policies and procedures of ISAC and the advice of Council's Governance Committee.
- To understand and abide by the ISAC Council Code of Conduct.

APPENDIX 1.03

ISAC Officer Roles, Responsibilities and Expectations

Date of Council adoption: January 23, 2023

President

The role of the President is to ensure the integrity of Council's processes. The President is the only Council member authorized to speak for the Society, unless this is specifically delegated to another Council member. This position:

- Is a voting member of Council and serves as Council's liaison to the Executive Director;
- Serves as the Chief Volunteer of the organization;
- Collaborates and consults with the Executive Director to fulfill the organization's mission;
- Provides leadership to Council and chairs all Council meetings;
- Works with the Executive Director to develop agendas and address any issues affecting the ability of Council members to attend and participate in all Council meetings;
- Presides over the CYTO Congress and the General Business Meeting;
- Chairs and is a voting member of the Executive Committee;
- Recommends Committee members for Council approval, except as otherwise specified in the Bylaws;
- Where needed, appoints the Chairpersons of committees and taskforces, in consultation with the Executive Committee and with concurrence of Council;
- Is an *ex officio* non-voting member of all other committees and taskforces, and attends their meetings whenever possible;
- Encourages Council's role in strategic planning;
- Discusses in a timely manner all issues confronting the organization with the Executive Director and the Executive Committee;
- Helps guide and mediate Council actions with respect to organizational priorities and governance concerns;
- Reviews with the Executive Director any issues of concern to Council and brings them to the Executive Committee or other committees, as appropriate;
- In conjunction with the Executive Committee, leads the formal performance evaluation of the Executive Director; and
- Performs other duties assigned by Council.

President-Elect

The occupant of this position succeeds to the Presidency the moment that office becomes vacant. Additionally, this occupant:

- Is a voting member of Council;
- Performs the President's responsibilities when the President cannot be available;
- Reports to and assists the President;
- Is a voting member of the Executive Committee;

- Is an *ex officio* non-voting member of all other committees and attends their meetings whenever possible;
- Organizes one CYTO Conference during their term;
- Chairs and is a voting member of the Chairs & Liaisons Collective; and
- Performs other duties as assigned by Council.

Secretary

- Is a voting member of the Council;
- Is a voting member of the Executive Committee;
- Ensures that the organization maintains records of the Council;
- Manages Council meeting minutes and other correspondence of the Council;
- Ensures that Council minutes are distributed to members within 7-10 days after each meeting;
- Is sufficiently familiar with legal and organizational policy documents (Articles of Incorporation, Bylaws, IRS letters, etc.) to note applicability during meetings;
- Ensures appropriate governance practices in all operations of Council and Council's Committee and Taskforce;
- Ensures regular meetings of the Committees and Taskforces of Council;
- Ensures that Council training is conducted on a regular basis and that new Council members are appropriately on-boarded;
- Chairs the Governance Committee; and
- Performs other duties as assigned by Council.

Treasurer

- Is a voting member of Council;
- Is a voting member of the Executive Committee;
- Ensures that the finances and financial activities of the organization are monitored;
- Ensures complete and accurate financial records are recorded in accordance with generally-accepted accounting practices (GAAP);
- Collaborates with the Executive Director and staff in the preparation of an annual budget for submission for Council approval
- Chairs the Finance Committee;
- Ensures development and review of financial policies and procedures, and ensures that the Society's reserves are invested in a manner consistent with ISAC's Investment Policy;
- In conjunction with the Finance Committee, reviews ISAC's Investment Policy and proposes any needed revisions for Council approval;
- Ensures an external audit of financial statements is regularly performed; and
- Performs other duties as assigned by Council.

Immediate Past-President

- Is a voting member of the Council;

- Is a voting member of the Executive Committee;
- Offers the President advice as required (serves as institutional memory for the Council);
- Chairs the Nominations Committee;
- Serves as Master of Ceremonies for the Annual Awards Ceremony; and
- Performs other duties as assigned by Council.

APPENDIX 1.04
ISAC Council Liaison Roles, Responsibilities and Expectations

Date of Council adoption: January 23, 2023

Council Liaison

- Is voting member of their assigned Committee;*
- Attends all Committee meetings;
- Represents any subgroups working under the assigned Committee (e.g., subcommittees, working groups or taskforces);
- Performs other Council assigned duties. These may include:
 - Assisting the Committee Chair with preparation of interim and final progress reports for the Chairs & Liaisons Collective (CLC);
 - Communicating CLC action items to Committee members;
 - Working with the Committee Chair and Staff Liaison (if one has been assigned by the Executive Director) to coordinate maximize coordination among Committees working on related goals and action items.

*As used here the term “Committee” is a collective noun referring to ISAC Standing Committees, Council Committees and Council Taskforces.

Appendix 1.05 ISAC Election Timelines and Processes

Date of Council adoption: May 3, 2024

The following guidelines are currently in place for the Election of Officers and Councilors. It is the responsibility of Council and the Nominations Committee to ensure that the candidate list and final ballot represents as broadly as possible all aspects of cytometry in both breadth (i.e., inclusivity) and balance (avoidance of undue or unintended bias in the representation of the breadth of cytometry). Examples include diversity of geography, gender, ethnicity or race, age, scientific and technical expertise, and institutional type.

Table 1.05.1 summarizes the steps and timelines involved. Except for the Bylaws mandated 45-day interval between announcement of candidates and the General Business Meeting at which winner(s) take office, the indicated timing is subject to Council discretion.

Table 1.05.1 Key Tasks for ISAC General Election Process

Task	Responsibility	Timing
Announce open positions and solicit nominations from ISAC membership, including nomination by petition.	Society Office, in consultation with Nominations Committee Chair	At least 3 months prior to opening of voting period (typically ~6 months prior to CYTO or business meeting at which winners will be installed).
Compile candidate list; provide nominees for each position with description of duties and responsibilities.	Nominations Committee	At least 2.5 months prior to opening of voting period.
Determine willingness to serve; obtain nominee biographies and statements	Nominations Committee	At least 2 months prior to opening of voting period.
Provide Society Office with a draft slate (including biography and statement for each nominee) for Council review and approval.	Nominations Committee ISAC Council	At least 45 days prior to opening of voting period
Notify membership of polling dates and provide link to candidate bios/statements	Society Office	At least 2 weeks prior to opening of voting period At least 45 days prior to CYTO or business meeting at which winner(s) will take office (Bylaws Article VIII)

Task	Responsibility	Timing
Set up logistics and initiate polling	Society Office	At least 4 weeks prior to close of voting period
Close polling and report results to Council	Society Office	At least 2 weeks prior to CYTO or business meeting at which winner(s) will take office.
Announce results to candidates	Nominations Committee Chair	At least 2 weeks prior to CYTO or business meeting at which winner(s) will take office.
Announce results to membership	President	At CYTO or business meeting at which winner(s) will take office.

Appendix 1.05.1 Election Process Considerations

The term "nominee" as used here applies to individuals nominated by themselves, by petition, or by the Nominations Committee for possible election as an ISAC Officer or Councilor. The term "candidate" as used here applies to individuals included on the final Council-approved slate submitted to membership for voting.

- The ISAC Strategic Plan should be taken into consideration throughout the election process. The Nominations Committee, Officer and Councilor nominees and candidates, and the Electorate should be provided with a summary of the Plan prior to the elections. Candidates should be reminded to consider the Plan when composing their statement, and to address how they would further the Society’s goals and contribute to the function of a representative Council.
- The call for nominees by petition should highlight the desire to solicit a broad and balanced approach to nominations. Nominations by petition from the Membership require the signatures of a number of Voting Members of the Society equal to at least 5% of the number of votes cast in the preceding election or 30, whichever is larger. No member may sign more than one petition for any given position.
- To ensure that the list of nominees considered and the candidates on final ballot represent as broadly as possible all aspects of cytometry in both breadth (i.e., inclusivity) and balance (avoidance of undue or unintended bias in the representation of the breadth of cytometry) , the Nominations Committee should provide to Council a Table summarizing relevant demographic information for all the nominees that were considered in compiling the final candidate slate: age, gender, ethnicity or race, institutional type, e.g., academia, industry, government), institutional role (scholar, SRL, innovator), geographical location, . This information should be provided by the

candidate and included for all potential candidates, regardless of whether the individual agreed to be nominated or not. Candidates should always be given the option to decline to state their information for any given category (e.g., gender, race/ethnicity).

- An “open” format ballot should be used in which the final slate is compiled without placing candidates into any form of descriptive category.
- The election of Officers and Councilors will take place by electronic vote using a web-based system selected by staff and established to be secure, accountable, and accurate. Open voting will be held over a period of at least 4 consecutive weeks.
- All balloting and other member voting procedures provided for in the Constitution or Bylaws may be conducted in such manner as determined by the Council, including via paper ballot or electronic ballot (ByLaws Article XI). ISAC is incorporated in the District of Columbia, and the DC Nonprofit Corporation Act allows for electronic votes by membership.

Appendix 1.05.2 Process Considerations for Election Review

- **Criteria for triggering a review of an election:**
Any detection of irregularities (e.g., unintentional, intentional, or systematic disenfranchisement of voting members) will result in a Council inquiry which could force a new election. After the review, an internal report should be prepared and presented to Council, resulting in a formal communication from Council to impacted candidates and membership regarding review outcome and procedural changes to address issues identified.
- **Criteria for triggering a re-vote (same slate):**
Council should call for a re-vote if the review uncovers any irregularities that could have changed the election outcome and at least two-thirds of all Council members, including at least a majority of ISAC officers, vote to nullify either a portion or all of the current election.
- **Criteria for triggering a new election (full process):**
Council should call for a new election if the review uncovers any significant irregularities, such as fraud, tampering, or misconduct, that could have affected the outcome of the election and at least two-thirds of all Council members, including at least a majority of ISAC officers, vote to nullify either a portion or all of the current election outcome.
- **Disqualification of elected officials:**
If elected officials are found to be ineligible or violate the eligibility criteria after the election, the vacancy should be filled according to ARTICLE VI (DUTIES OF COUNCIL) in the ISAC Bylaws.

APPENDIX 1.06 COUNCIL PROCEDURES

APPENDIX 1.06.1 ISAC Expense Reimbursement Policy

Date of Council adoption: May 3, 2024

ISAC REIMBURSEMENT POLICY

As a non-profit organization, ISAC follows US GSA (General Service Administration) policies for reimbursements and expenses. To follow accounting guidelines, ISAC requires itemized receipts for each reimbursable item.

Below are links to sites to calculate travel:

- [Per Diem rates for Travel within the US](#)
- [Per Diem rates for International Travel](#)

MEALS: Meal rates must follow the Per Diem guidelines for both domestic and international travel. Alcohol is not a reimbursable expense. Only meals incurred during travel are eligible for reimbursement. Tips up to 20% are reimbursable. An itemized receipt for each meal is required for reimbursement.

LODGING: Lodging rates must follow the Per Diem guidelines for both domestic and international travel. Incidental charges such as movies, telephone calls, etc. are not reimbursable. An itemized receipt for lodging to include daily charges and fees is required for reimbursement.

FLIGHTS: Travel must be booked in Coach or Economy classes. Airfare must be purchased at least 21 days in advance of the travel date. If travel is booked within 21 days of travel date, ISAC will only reimburse at the rate of travel 21 days out. ISAC will not reimburse any travel agency fees.

MILEAGE: Mileage will be reimbursed based on the current IRS guidelines. Mileage can only be reimbursed between the departure and arrival destination. No other destinations may be included. Mileage is only reimbursable for trips that fall under 300 miles or with written approval from the Executive Director.

OTHER TRANSPORTATION: ISAC will reimburse for taxis, ride sharing, and public transportation with an itemized receipt in the case that transportation is not provided. Tips up to 20% are reimbursable. An itemized receipt for each transportation expense is required for reimbursement.

OTHER FEES: Other travel fees require prior authorization. ISAC will provide guidance on fees and limits. An itemized receipt for other expenses is required for reimbursement.

PAYMENT: Payment of expenses will be submitted via direct deposit or wire transfer. Signed expense forms and itemized receipts must be submitted via email within 30 days after travel. Completed forms and all receipts should be scanned into PDF and sent via email. Expenses that do not follow the reimbursement policy will not be paid.

APPENDIX 1.06.2 Voting Procedures for ISAC Council Meetings

Date of Council adoption: May 3, 2023

Voting

- A Councilor must first make a motion, and that motion must be seconded by another Councilor.
- Once the motion is seconded, discussion is expected to conclude and a member of the Executive Committee or the Executive Director then polls Council Members on their vote.
- Councilors may ask to have the motion restated.
- Councilors who have a conflict of interest, as defined in Appendix 1.08, must declare it, must abstain from discussion except as permitted under ISAC's Conflict of Interest policy, and must abstain from voting on the motion.
 - Robust discussion is an essential part of Council's responsibility to provide oversight and guidance for ISAC as a whole. Councilors without a conflict of interest are therefore encouraged to vote affirmatively or negatively rather than to abstain.
 - Lack of agreement with the action proposed in a motion does not in and of itself constitute a conflict of interest.
- If at any point during the voting process a quorum is not present, the motion is no longer considered and it is as if the motion to vote had not been seconded.
- If there is a positive consensus but a vote cannot be held during a Council meeting or if there is a need to vote sooner than the next Council meeting, a motion may also be proposed, seconded, and voted on electronically, such as by e-mail.
- Under DC § 29-406.21, a non-profit Board of Directors may take action without a meeting based on unanimous written consent from all members of the Board. In general, electronic votes are therefore intended for topics on which there is consensus that no further discussion is needed.
- For an action to be taken outside of a meeting, the following conditions must be met:
 - The proposed action must be clearly stated, along with the names of the Councilors proposing and seconding the motion to take the action.
 - The desired response period must be clearly stated and except in case of emergency should in general be at least 5 working days.
 - A written response must be received from all members of Council, restating the motion and providing Councilor's vote (Yes, No, Abstain).
 - One or more "No" votes means that consensus fails and remains on the table for discussion, amendment, or withdrawal at a future Council meeting.

- Multiple abstentions for reasons other than a declared conflict of interest mean that further discussion is needed and the motion fails.
- Logistical considerations for an electronic vote taken outside of a meeting:
 - It is the responsibility of the President or their designee to ensure that written responses have been obtained from all Council members and must be recorded as part of the official Council minutes for action by unanimous written consent to be valid.
 - In the event that responses cannot be obtained from all Council members in the requested time frame, the vote is incomplete, the motion fails, and it is the responsibility of the Secretary to ensure that it is added to the agenda for next Council meeting with sufficient time to discuss while a quorum is in place.
 - At the beginning of each Council meeting, at the time of the Consent Agenda and declaration of Conflicts of Interest, the Secretary shall inform Council whether any electronic votes remain incomplete and must be discussed during the meeting.

APPENDIX 1.07
Process for Amending ISAC's Constitution or Bylaws

Date of Council adoption: January 23, 2023

- Proposed changes must be reviewed by the Governance Committee and be discussed by Council.
- A two-thirds majority of Council must approve the proposed changes.
- The Executive Director sends the proposed changes to membership and creates a Discussion Forum on the website. The Discussion Forum must remain open for at least two weeks prior to opening of the voting period.
- Within a week after the proposed changes have been posted in the Discussion Forum, members are invited to join a live Town Hall session for questions and open discussion.
- The Town Hall session is recorded and distributed to membership at least one week prior to opening of the voting period.
- If, based on membership feedback, Councilors feel that further review is needed, they may recall the proposed changes to Council for further discussion and reinitiate the amendment process.
- Once proposed changes have been finalized and approved by Council, the Executive Director sends a secure ballot to Voting Members.
- The voting period remains open for 7 days and results are announced as soon as possible thereafter.
- The revised Constitution and/or Bylaws are posted on the ISAC web site as soon as possible post-ratification.

APPENDIX 1.08
ISAC Conflict of Interest Policy

Date of Council adoption: May 3, 2023

SECTION 1. PURPOSE:

The purpose of this Conflict of Interest Policy is to provide guidance in identifying and handling conflicts of interest involving Councilors and members of Council-authorized bodies (collectively, Volunteers).

SECTION 2. DEFINITION OF A CONFLICT:

A conflict of interest is a “material relationship” between a Volunteer and any person or entity doing or seeking to do business with ISAC.

SECTION 3. MATERIAL RELATIONSHIP:

The following are material relationships:

1. Having a substantial ownership interest (i.e., 5% or more);
2. Holding office, being a member of a governing or advisory body, or otherwise serving in a position of responsibility;
3. Performing compensated services, currently or within the past 24 months (e.g., employment, consulting, speaking); or
4. Actively seeking any of the circumstances described in items 1-3, above, or anticipating any such circumstances will occur within the next 12 months.

A material relationship may be indirect, e.g., if a Councilor’s employer or immediate family member has a material interest as defined above.

SECTION 4. DISCLOSURE POLICY AND PROCEDURE:

It is the policy of ISAC that conflicts of interest shall be disclosed. Disclosure shall be made annually by completing the Conflict of Interest Disclosure Statement. All Disclosure Statements will be submitted to the Executive Director, who shall distribute copies to each member of the Council. Conflicts will also be disclosed as they arise between annual disclosures. Such interim disclosures should be made initially, verbally or via email, to the ISAC President and Executive Director, who will provide guidance to the interested Volunteer regarding further disclosure.

In addition to disclosure, a Volunteer with a conflict of interest shall abstain from any or Committee discussion of the matter, except to provide factual information and respond to questions, and abstain from any vote on the matter. At the discretion of the Chair, a conflicted Volunteer may also be directed to leave any meeting during any discussion of, or voting on, the matter.

Any questions regarding the existence and handling of a conflict of interest shall be

determined by the Council.

Minutes of any meeting at which a matter with respect to which a Volunteer has a conflict of interest is discussed or voted on shall reflect that the conflicted Volunteer disclosed the conflict and refrained from discussion (except as permitted under this Policy) and abstained from voting.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I hereby acknowledge that I have received a copy of the ISAC conflict of interest policy, have read and understood it, and agree to comply with its terms.	
_____ Signature	_____ Date
_____ Printed Name	

I hereby disclose the following direct and indirect conflicts of interest (if none, please so state):

I am not aware of any circumstance that could present an actual or potential conflict of interest that I have not disclosed above.

_____ Signature	_____ Date
_____ Printed Name	

INTERNATIONAL SOCIETY FOR ADVANCEMENT OF CYTOMETRY
POLICY & PROCEDURES MANUAL
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POLICY & PROCEDURES MANUAL

Table of Contents

Topic	Page	Last Revised on	Approval Body
2.0 Society Policies and Procedures			
2.01 Membership	2	December 17, 2023	Council
2.02 Society Management	3	May 3, 2024	Council
2.03 Document Retention and Information Technology	4	December 17, 2023	Council
2.04 Strategic Planning	6	December 17, 2023	Council
2.05 Communications	7	May 3, 2024	Council
2.06 Associated Societies	8	September 14, 2023	Council
2.07 Complementary Scientific Societies	10	December 17, 2023 December 17, 2023	Council Council
2.08 Leadership Development Program	11	December 17, 2023	Council
2.09 New Award Creation	12	December 17, 2023	Council

Appendices	Page	Last Revised on	Approval Body
2.02 Society Management	15	May 3, 2024	Council
2.03 Record Retention Guidelines	23	December 17, 2023	Council
2.04 Strategic Planning Workshop Guidelines	24	December 17, 2023	Council
2.05 Communications	26	May 3, 2024	Council
2.05.1 Logo Use Policy			
2.05.2 Brand Use Guidelines			
2.06 Application Process for Associated Societies	35	September 14, 2023	Council
2.07 Application Process for Complementary Scientific Societies	36	December 17, 2023	Council
2.08 Leadership Development Program Criteria & Eligibility	37	September 14, 2023	Council
2.09 ISAC Honors, Awards and Recognition Programs	40	December 17, 2023	Council

2.01 MEMBERSHIP

As per Article III of the Constitution, membership in the Society is open to all persons who share the stated purposes of the Society and who have educational, research, or practical experience in some aspect of cytometry. All individuals who have registered on the ISAC website, accepted the ISAC Code of Conduct, and provided their e-mail address are considered Members.

There shall be two categories of membership: Voting and Non-Voting. A Voting Member is one who has paid full membership, is an active Life Member (*i.e.*, has received an ISAC Membership Award), or is a current awardee in any ISAC Leadership Development program. All other Members are Non-Voting Members (*e.g.*, someone who has registered as a Visitor but has not paid dues is a Non-Voting Member). Membership Services Committee may propose establishment of various Voting or Non-Voting Member types. All Member types must be approved by Council.

Only Voting Members of the Society have the right to vote in elections and business meetings, to petition, to hold office in the Society, to serve on ISAC Council, or to serve as members of Council Committees, Council Taskforces, and subgroups thereof. Non-Voting Members may, however, serve on Council Committees, Council Taskforces, or subgroups in a non-voting advisory capacity.

ISAC membership types, including benefits and dues associated with each, are reviewed annually by the Membership Services Committee in consultation with the Finance Committee. All membership types are subject to final approval by Council and are posted on the ISAC website.

Member information is maintained in an official ISAC database. ISAC Staff are responsible for maintaining the accuracy and performance of this database and ISAC members are responsible for providing ISAC Staff with information required to meet this responsibility, subject to the policies in Section 2.3 (Document Retention and Information Technology).

Voting memberships expire unless renewed periodically. A Voting Member may resign at any time by either non-renewal or by notifying the Executive Director. If time remains on the membership for the current period, the member can remain active until the end of that time. If they desire to terminate at a designated time, the Executive Director must be notified and a request can be made to take the member off of all communication, but there is no refund of previously paid membership fees.

2.02 SOCIETY MANAGEMENT

A. General

ISAC Council, Council's Executive Committee, and ISAC's Executive Director each take the lead in different aspects of the Society's work.

- ISAC Council is responsible for defining the Society's strategic vision and is accountable for the overall health of ISAC's programs, organizational culture, and fiscal affairs (Bylaws Article VI).
- The Executive Committee advises the President and Executive Director in between Council meetings and recommends actions to Council. It may exercise the authority of the Council only when such authority is expressly delegated by Council or in exigent circumstances when convening the Council is not practically feasible (Bylaws Article VII).
- The President and Executive Director work in partnership with Council Liaisons and ISAC Staff to communicate strategic priorities to Committee Chairs and to the Society as a whole.
- The Executive Director is accountable to Council for oversight of the staff and operations of the Society in accordance with its mission, strategic plan, business plan, annual budget, and other policies as approved by Council (Bylaws Article XII).
- The Secretary works in partnership with the President and Executive Director to ensure that voting is done in compliance with ISAC's governing documents (Appendix 2.02.1) and that the ISAC Policies & Procedures Manual is kept current (Appendix 2.02.1 - Appendix 2.02.3).
- The Treasurer works in partnership with the President and Executive Director to ensure that ISAC's budget process is carried out in a timely and appropriate manner (Section 6.01 and Appendix 6.01.1).

B. Staff, Vendors, and Consultants

The Executive Director manages all ISAC staff, vendors, and consultants. Requests for staff, vendor, or consultant support should be submitted through ISAC's service management system. Any concerns regarding such aspects of ISAC operations, including staff performance (except the Executive Director), should be addressed to the Executive Director.

C. Executive Director

Any concerns regarding the Executive Director's performance should be brought to ISAC's Human Resource provider or to the President as Chair of Council. The Council has the authority to hire, oversee the performance, and terminate the employment of the Executive Director. In any process exercising such authority, the Council shall consult with and follow the recommendations of ISAC's Human Resource provider to ensure that the process complies with all applicable US and state law. In addition to consultation with ISAC's Human Resource provider, dismissal of the Executive Director shall require a vote at a duly constituted meeting with approval by at least two thirds of all Council members and must include approval by a majority of ISAC's Officers.

2.03 DOCUMENT RETENTION AND INFORMATION TECHNOLOGY

ISAC staff members are responsible for maintaining all documents and records needed for the Society to comply with federal and state record keeping laws and regulations and to promote efficiency in ISAC operations. The purpose of this section is to define the process by which ISAC members who create or modify various ISAC documents as part of their volunteer roles ensure that these record-keeping responsibilities can be met.

As part of their responsibility for maintaining the accuracy and performance of ISAC's membership database (Section 2.01), ISAC Staff may make any necessary edits, additions, updates, or other changes to member accounts, profiles, invoices, or content. They may assign or rescind ISAC's database access to ISAC staff and/or volunteers as needed.

In general, ISAC volunteers are expected to use the same technology systems and platforms in use by ISAC staff. While new technologies and features are expected to arise regularly, it is important to ISAC to work with systems that promote security, protect and maintain key information within the organization, and support ISAC's institutional memory across transitions in ISAC leadership and other personnel. ISAC volunteers are expected to handle ISAC Information relevant to their role in ISAC and to handle this information in the approved technology infrastructure.

The platform(s) for storage, and sharing of ISAC information across the organization are designated by the ISAC Office, these platforms should be used for storage and sharing of ISAC Information, including documents developed in ISAC committees, ISAC committee minutes, and ISAC member lists and contact information. In general, ISAC volunteers should refrain from electronically sharing documents in other platforms. In the rare event that a needed function is not available on the ISAC Office's designated platform, volunteers should consult with ISAC Staff to ensure that results can be stored and shared in a format compatible with the designated platform.

ISAC volunteers are expected to:

- Provide an appropriate ISAC Staff member, typically the ISAC Staff Liaison, with a link to any final document deposited in the designated platform(s). Alternatively, ISAC volunteers may provide such links to an appropriate ISAC Committee Chair or ISAC Officer, so that the Chair or Officer will then ensure a Staff Liaison is aware of the document's location.
- When responsibilities are completed, ISAC volunteers must ensure any confidential or otherwise potentially sensitive documents (e.g., personnel- or donor- related matters, meeting abstracts, applications for leadership development awards) are deposited in the ISAC approved platform and that all personal or other local copies of the ISAC Information are deleted.

ISAC volunteers will be allowed access to ISAC Information based on their roles and responsibilities in ISAC, such as membership on a committee or election to ISAC Council. If a volunteer discovers incorrect access, they must promptly report this to ISAC staff.

For all ISAC information physical or electronic, ISAC volunteers must follow ISAC policy and act in a manner consistent with federal guidelines for non-profit organizations. Thus, ISAC volunteers who have access to a hard copy of a document should verify with staff the appropriate retention policy. ISAC's Executive Director, Secretary, and Mission Continuity Chair are responsible for ensuring that there is a mechanism to collect and archive volunteer-generated documents essential to ISAC's institutional memory.

It is the policy of ISAC that:

- a. Paper and electronic records will be maintained for, and disposed of upon expiration of, the retention periods indicated in Table 2.03.1 (Appendix 2.03), below;
- b. All records for which there is no retention period identified in the Schedule in Table 2.03.1 will be maintained for three years and disposed of thereafter;
- c. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation;
- d. All destruction of paper or electronic records will be suspended immediately upon issuance of a litigation hold by the ISAC Executive Director or ISA's legal counsel; and
- e. All paper and electronic documents will be retained, and not destroyed or deleted, as required to comply with government auditing standards (Single Audit Act) will be retained, and not destroyed or deleted.
- f. During their retention period, all paper and electronic documents held by ISAC volunteers are subject to the Society's Security and Safety Policies as described in Appendix 2.03.

2.04 STRATEGIC PLANNING

The purpose of this section is to summarize the major considerations and steps involved in ISAC's strategic planning process.

ISAC has historically conducted Strategic Planning workshops that have resulted in multi-year Strategic Plans. These Strategic Plans are meant to provide ISAC volunteers with a guiding framework for decision making, effort distribution, and budgeting across time and transitions in leadership. While ISAC leadership, including Council and Committee Chairs, will be responsible for implementing the strategies, it is valuable to have broad representation of diverse ISAC viewpoints as the Strategic Plan is being formulated, since this plan shapes the priorities of the organization.

The President and President-Elect will work with the Immediate Past President to ensure either an in-person or virtual Strategic Planning Workshop occurs at least every 5 years, with an interim Strategic Refresh at approximately 2-year intervals.

The President and the Executive Director will work together to make sure that the outcomes of any Strategic Planning Workshop or Strategic Refresh are promptly and effectively communicated to membership.

Appendix 2.04 provides general guidelines related to Strategic Planning workshops and their outcomes.

2.05 COMMUNICATION CHANNELS

ISAC is committed to making use of its Communications tools to further the mission of the Society.

Currently these tools include the ISAC website, email campaigns, monthly newsletters, and social media. All communications tools are managed by ISAC staff.

Any requests to change or update website content should be made through ISAC's service management system and submitted at least 14 days in advance of the requested publication date.

Only ISAC Councilors, Committee Chairs, or Council Taskforce Chairs may request an email campaign. Other members wishing to request one should contact the appropriate individual to discuss how to proceed.

Individual ISAC members may not send out official communications on behalf of ISAC unless specifically authorized to do so.

Individual ISAC Members are authorized to use the ISAC logo for the purposes specified in and under the terms specified by ISAC's Logo Use Policy (Appendix 2.05.1) and ISAC's Brand Guidelines (Appendix 2.05.2). All other uses must be reviewed by and approved in writing by the Executive Director.

2.06 ASSOCIATED SOCIETIES

ISAC's Associated Societies (AS) program seeks to formally establish and strengthen the relationship between ISAC and other cytometry-focused regional, national, multi-nation and international not-for-profit Societies.

The Associated Society Subcommittee (ASSC) operates as part of the ISAC Membership Services Committee (MSC), reports to its committee chair(s), and is tasked with coordinating ISAC's Associated Societies program and exists to promote cytometry education, meetings, workshops, and cutting-edge technology developments.

ISAC is committed to catalyzing joint programs between ISAC and individual Associated Societies, and joint programs between or among different Associated Societies (joint meetings, workshops and/or educational programs). ASSC is also tasked with providing mentoring and advice to groups wishing to start a cytometry society, and with assisting them in their development and with the process to become a new ISAC Associated Society.

To become an Associated Society, groups must apply through ISAC's website, and upon approval, sign a Memorandum of Understanding with ISAC, which outlines the mutual benefits and expectations that ISAC and the Associated Society will each provide.

Benefits to be provided by ISAC to an Associated Society

1. Listing on ISAC's website with logo and link to the Associated Society's website and/or social media links.
2. Right to use Digital badge to designate affiliation as an Associated Society on their website or for other approved uses (see Appendix 2.06).
3. Promotion of events, meetings, workshops, and other activities via ISAC's website (content must be submitted through Fresh Desk no less than 30 days prior to the event).
4. Eligibility for an Associated Society representative (who is an ISAC member) to sit on the ASSC.
5. Dedicated networking bulletin-board at CYTO for posting announcements.
6. In the event that funding is available, there may be opportunity to apply for ISAC members to serve as speakers at Associated Society's meetings with funding support from ISAC.

Benefits to be provided by an Associated Society to ISAC.

1. Listing of ISAC's website and ISAC's annual conference on the Associated Society's website.
2. Promotion of at least one ISAC event through the Associated Society's channels annually (content to be provided by ISAC no less than 30 days prior to the event).
3. In consultation with ISAC's Education Committee, development of one online program per year (webinar or workshop) offered on CYTO-U, with parallel hosting of content on Associated Society's website (so their membership can freely access).
4. Voting membership in ISAC by at least two active members of the Associated Society.

5. Designation of a single contact person for Associated Societies communications who is an ISAC member to work directly with Chair of ASSC.

Memorandum of Understanding

1. Recommendation to establish

It is the responsibility of the ASSC Chair (or other designated committee member) to fully evaluate that the interested Associated Society meets each requirement and ensure those are in place before taking the recommendation to MSC.

2. Review Process

- ISAC staff will annually review whether ISAC membership requirements are still being met and report to the Chair of the ASSC and MSC.
- The Chair of the ASSC (or designated committee member) will conduct an annual review of each Associated Society to ensure all expectations are being met, and upon recommendation, ISAC staff will renew the existing MOU.
- MOUs will be in effect for two years.
- If during the year, the Associated Society is not able to fulfill the expectations outlined, ISAC will work with the Associated Society to resolve. If no resolution is possible, then the MOU may be temporarily revoked. The Executive Director of ISAC will generally be the contact person working with the Associated Society to help them fulfil their expectations as well as resolve any issues.

3. Approvals

The ultimate decision for whether an Associated Society becomes or maintains its status is recommended by the ASSC to the MSC and finalized in a vote by ISAC Council. Upon Council approval the Executive Director will work with the Associated Society to sign the MOU.

ISAC may change the requirements for Associated Societies designation at any time. To make such changes they must be recommended by the ASSC to the MSC and then sent to EC for recommendation to Council.

2.07 COMPLEMENTARY SCIENTIFIC SOCIETIES

The International Society for Advancement of Cytometry's (ISAC) Complementary Scientific Societies (CSS) program seeks to improve interactions and education opportunities between the members of ISAC and other organizations (regional, national, or international) in fields related to cytometry.

This mutually beneficial program exists to promote cytometry education, meetings, workshops and cutting-edge technology developments.

All agreements require an MOU signed by both parties, and are administered by the Executive Director.

Appendix 2.07 provides a more detailed description of the application process for ISAC Complementary Scientific Societies designation and related benefits.

2.08 LEADERSHIP DEVELOPMENT PROGRAM

The ISAC Leadership Development Program was created to foster the development of future ISAC leaders from all constituencies of the Society. Three program tracks have been established to reflect this overall goal and the diversity of ISAC membership: Marylou Ingram Scholars, SRL Emerging Leaders, and Innovators. These programs also support the career development of these leaders with the goal that upon completion of their tenure they become significant contributors to ISAC and to the field in all areas of cytometry. By supporting the development of leadership in all of these areas, we are able to increase ISAC's visibility around the world and strengthen the Society for our members. Being chosen as a member of a Leadership Development Program is an indication that Awardees are recognized for their scientific skills, leadership potential and ability to achieve their career goals.

ISAC Leadership Development Awardees are expected to contribute to and, whenever possible, to attend CYTO conferences and to engage with ISAC to the best of their potential and ability. Examples of engagement include committee memberships, advisory boards and taskforces service, reviewing manuscripts submitted to Cytometry Part A (the official journal of ISAC), and creating educational material to further support the goals of ISAC. Individual leadership tracks may request additional service and contributions, such as annual reports, participation in surveys, or participation in or leadership of working groups.

Applications for these programs are solicited annually and announced through all ISAC marketing and communication channels. Each program provides a complimentary membership in ISAC, a subscription to Cytometry Part A, complimentary registration and partial travel funds to attend the annual CYTO conferences, and other valuable leadership development activities.

Applications are reviewed by the Leadership Development Committee, which, in conjunction with advice from its subcommittees and taskforces, nominates recipients for approval by Council. Awardees are formally acknowledged at the CYTO Conference Awards Ceremony. Current Leadership Development Program eligibility and review criteria are summarized in Appendix 2.08.

2.09 AWARD CREATION AND COORDINATION POLICY

ISAC bestows a variety of honors, awards and special recognitions (collectively, Awards) that have been created since the Society's inception.^{1,2} It is expected that the creation of new Awards will be an infrequent occurrence and that careful consideration will be given to the potential impact of additional Awards on both the monetary and non-monetary/reputational value of existing Awards, which are summarized in Appendix 2.09.

The intent of the following policies is to ensure that three goals are met as any future Awards are created.

- 1) Addition of the new Award increases the overall value of the ISAC Award portfolio, both to the Society and to Award recipients.
- 2) Candidate identification and recipient selection are handled in a coordinated fashion that is consistent with ISAC's purposes.
- 3) All aspects of new Awards, including names, topic areas, and methods of identifying recipients, are reviewed for impact on equity within the organization.

2.09.1 GENERAL

For purposes of this Policy, the possibility of two different Award types is envisioned.

- *Council Funded Awards* are created by Council in the context of a special or strategic purpose. They may be supported by the Society's General Fund or by a special purpose fund created by Council.
- *Donor Funded Awards* are created by Council in the context of a donor request associated with a major gift (\$10,000 or more in total; Section 6.10.3) and are supported by funds from the donor.

For completeness, it should be noted that donors of minor gifts (<\$10,000 total; Section 6.10.2) may only designate their gift for addition to one or more existing ISAC funds. They may not request creation of a new Award.

For either type of new Award, the following steps must be completed before it can be implemented:

- 1) Define the criteria by which eligible individuals will be identified and recipients selected.
- 2) Define what, if any, honorarium and/or expense reimbursement is associated with the Award and how it will be funded.
- 3) Designate the Nominations Committee to oversee the award, in order to meet its mandate to "seek candidates who represent, as broadly as possible, all aspects of

¹ Dean, Cytometry A March 1996 [A history of the international society for analytical cytology \(wiley.com\)](#)

² Dean, Cytometry A January 2004 [A history of the International Society for Analytical Cytology](#)

cytometry" (Section 3.1). The Nominations Committee may delegate the implementation of the award process to another Council-authorized body.

2.09.2 COUNCIL FUNDED AWARDS

For this type of Award, it is expected that Council will proceed as follows.

- 1) Charge the Nominations Committee with:
 - a. Reviewing all existing Awards (Table 1, Appendix 2.09) to identify any concerns about impact of the new Award, including potential complementarity, conflict, or dilution effects.
 - b. Advising Council as to how any concerns identified could be addressed.
 - c. Recommending a Council-authorized body to become responsible for implementation. This body may be a Standing Committee, Council Committee or, as appropriate, a subgroup thereof.
- 2) Commission the Nominations Committee, in conjunction with Chair of the body identified in Step 1c, to:
 - a. Constitute an Award Definition Taskforce with representation from all ISAC Awards or programs potentially affected by/interacting with the new Award.
 - b. Charge the Award Definition Taskforce with:
 - i. Drafting recommendations for eligibility, recipient selection criteria, monetary component(s), and final designation of the Council-authorized body responsible for implementation.
 - ii. Consulting ISAC's Treasurer regarding the financial implications of the Award.
 - c. Bring the Taskforce's recommendations to Council for discussion within 60 days of constituting the Taskforce.
- 3) Review the findings of the Award Definition Taskforce and:
 - a. Determine whether additional input is needed from affected parties not represented on the Award Definition Taskforce. If yes, send the matter back to the Nominations Committee and Taskforce.
 - b. If no additional input is needed, prepare and vote on a motion to create the new Award, incorporating the findings of the Award Definition Taskforce.
- 4) Inform the Chairs of the Nominations Committee and designated Council-authorized body responsible for the Award implementation of the final Council-approved Award criteria and desired timeline for first-time recipient selection.

2.09.3 DONOR FUNDED AWARDS

For this type of Award, Council should do the following:

- 1) At the Letter of Intent stage (see 6.10.3), charge the Nominations Committee with:
 - a. Review of all existing Awards (Table 1, Appendix 2.09) to identify any concerns about impact of the new Award, including potential complementarity, conflict, or dilution effects.

- b. Prompt notification of Council and the Executive Director of any concerns so that alternatives can be explored with the donor in a timely fashion.
- 2) Ask the Nominations Committee to recommend a Council-authorized body to become responsible for implementation. This body may be a Standing Committee, Council Committee or, as appropriate, a subgroup thereof.
- 3) Commission the Nominations Committee, in conjunction with the Chair of the body identified in Step 2, to do the following:
 - a. Constitute an Award Definition Taskforce with representation from all ISAC Awards or programs potentially affected by/interacting with the new Award.
 - b. Inform the Taskforce of any donor-requested conditions and/or Council concerns identified in Step 1.
 - c. Charge the Taskforce with:
 - i. Drafting of eligibility, recipient selection criteria, and monetary component recommendations that address any donor-requested conditions and/or any Council concerns.
 - ii. Consulting ISAC's Treasurer regarding the financial implications of the Award.
 - d. Bring the Taskforce's recommendations to Council for discussion within 60 days of constituting the Taskforce.
- 4) Review the findings of the Award Definition Taskforce and identify next steps.
 - a. Consult with the Executive Director regarding the Taskforce findings and identify any potential impacts on or conflicts with the Memorandum of Understanding being negotiated with the donor who requested creation of the Award;
 - b. Determine whether additional input is needed from affected parties not represented on the Award Definition Taskforce or in the Memorandum of Understanding negotiation. If yes, send the matter back to the Nominations Committee and require an update within 30 days.
 - c. If no additional input is needed, prepare and vote on a motion to create the new Award, incorporating the findings of the Award Definition Taskforce.
- 5) Inform the Chairs of the Nominations Committee and designated Council-authorized body responsible for the Award implementation of the final Council-approved Award criteria and desired timeline for first-time recipient selection.

APPENDIX 2.02 SOCIETY MANAGEMENT

Appendix 2.02.1 Voting Procedures for ISAC Council Meetings

Article VII of ISAC's Bylaws requires that the provisions of the Society's Constitution be carried out according to accepted standards of procedure as determined by the Council.

Parliamentary procedure, the general standard followed by ISAC, facilitates the conduct of Society business by providing order, fairness, and a respectful workplace for group decision making.^{3,4,5} As summarized below and in Tables 2.02.1.1 and 2.02.1.2, different voting methods may be used depending on the type of decision and the context in which the vote is taken.

Officer and Council Member Elections

Article VIII of ISAC's Bylaws specifies that elections for ISAC Officers and Council members are conducted by ballot and that the candidate(s) for each office who receive(s) the largest number of votes is/are elected.

Section 1.05 and Appendix 1.05 of the ISAC Policies and Procedures Manual (P&P) provide further details regarding the Society's nominations and elections processes.

Dismissal of ISAC Members, Officers or Councilors

Article IX of ISAC's Bylaws specifies that two-thirds majority of the Council may dismiss a Member of the Society if the Member is found guilty of conduct injuring the good name of the Society, disturbing its well-being, or hampering it in its work. It further specifies that any Officer or Councilor may be removed from office for the same reasons or for neglect of duty in office, and that procedures for investigation and trial shall be as defined in Robert's Rules of Order or in a similar procedure defined by the Council.

Section 1.01 and Appendix 1.01 of P&P contain details of ISAC's Code of Conduct and descriptions of Officer and Councilor roles and responsibilities.

Amendments to ISAC's Constitution or Bylaws

Article VIII of ISAC's Constitution specifies that ratification of proposed Constitutional amendment(s) require(s) approval by Voting Members of the Society equal in number to the lesser of i) 15% of Voting Members or ii) at least two thirds of the number of votes cast in the preceding election

Article X of ISAC's Bylaws specifies that ratification of proposed Bylaws amendment(s) require(s) approval by Voting Members of the Society equal in number to the lesser of i)

³ <https://www.ala.org/united/sites/ala.org.united/files/content/about/committees/parliamentary-procedures.pdf>

⁴ [roberts-rules-of-order-basics \(pta.org\)](https://www.pts.org/roberts-rules-of-order-basics)

⁵ [817637.pdf \(utah.gov\)](https://www.utah.gov/files/817637.pdf)

10% of Voting Members or ii) at least one-half of the number of votes cast in the preceding election.

Section 1.07 and Appendix 1.07 of P&P provide further description of the processes to be followed when amending either the Constitution or the Bylaws of the Society.

Decisions of Council and Council-Authorized Bodies ⁶

When there is consensus, a motion may be passed by unanimous consent without a formal vote being taken. When consensus has not been reached, the basic principles of parliamentary procedure safeguard the right of the minority to participate in the debate and influence the decision made by the majority. These principles include:

- All members of the group have equal rights, privileges and obligations.
 - The majority has the right to decide.
 - The minority, individuals, and absentees have rights that must be protected.
- Full and free discussion of every motion is a basic right.
- A quorum must be present for the result of the vote to be valid.

(If not specified in the Bylaws, a quorum is defined as the majority of the entire membership of the entity that is transacting business.)

- A two-thirds vote is required for any motion that in any way deprives a member of rights.
- Silence gives consent. Those who do not vote allow the decision to be made by those who do vote.

It is the responsibility of each Council member to provide the Executive Director with a timely method for notification of calls to vote. If ISAC's standard channel (*e.g.*, Teams) does not reach them in a timely fashion, they must provide the Office with an alternate method (*e.g.*, personal or work e-mail that is checked regularly). It is the responsibility of the Executive Director or their designee to ensure that voting notifications have been sent to all Councilors using their preferred notification method and that votes have been received from all Council members.

Similar principles apply to formal votes taken by Standing Committees, Council Committees, Council Taskforces, or subgroups thereof. Members of the body are responsible for providing timely notification channels and the Chair of each body is responsible for ensuring that voting notifications are sent via the appropriate channel and that votes have been received from all members.

⁶ Council-authorized bodies include Council Committees, Council Taskforces, and any subgroups of each (ISAC Policies & Procedures Manual: Section 3.00 and Appendix 3.00)

Table 2. 02.1.1 ISAC Voting Procedures for Decisions Made by Voting Members of the Society

Topic of vote	Context of vote	Requirement for passage	Governing document(s)
Election of Officers and Councilors	Ballot	Candidate(s) for each office who receive(s) the largest number of votes	Bylaws Article VIII P&P Section 1.05 and Appendix 1.05
Ratification of Constitutional amendment(s)	Ballot	The smaller of: 15% of Voting Members OR At least two-thirds of # of votes cast in most recent election	Constitution Section VIII P&P Section 1.07 and Appendix 1.07
Ratification of Bylaws amendment(s)	Ballot	The smaller of: 10% of Voting Members OR At least 50% of # of votes cast in most recent election	Bylaws Section X P&P: Section 1.07 and Appendix 1.07

Table 2. 02.1.2 ISAC Voting Procedures for Decisions Made by Council or a Council-Authorized Body ⁷

Topic of vote	Context of vote	Quorum required ⁸	Requirement for passage⁹	Governing document(s)
General Council business	Vote taken with opportunity for real-time discussion	Majority of body's voting members	Simple majority	P&P Section 1.06
General Council business	Vote taken without opportunity for real-time discussion in the session during which the vote is taken	Not applicable	Unanimous approval (multiple abstentions or any "No" votes means that the motion fails and remains on the table)	P&P Appendix 1.06

⁷ Standing Committees, Council Committees, Council Taskforces, or subgroups thereof

⁸ Minimum number of voting members who must be present at a properly called meeting and remain present through completion of the vote

⁹ Simple majority = more than half of votes cast by those present and voting (*i.e.*, excluding abstentions)

Two-thirds majority = at least two-thirds of votes cast by those present and voting (*i.e.*, excluding abstentions)

Topic of vote	Context of vote	Quorum required ⁸	Requirement for passage⁹	Governing document(s)
Propose Constitutional or Bylaws amendment(s) to membership	Vote taken with opportunity for real-time discussion	Two-thirds majority of Council	Two-thirds majority of Council	Constitution Section VIII Bylaws Section X P&P Section 1.07 and Appendix 1.07
Dismissal of ISAC member for cause	Vote taken with opportunity for real-time discussion	Two-thirds majority of Council	Two-thirds majority of Council	Bylaws Article IX P&P Section 1.01
Removal of ISAC Officer or Councilor for cause	Vote taken with opportunity for real-time discussion	Two-thirds majority of Council	Two-thirds majority of Council	Bylaws Article IX P&P Section 1.01
Removal of ISAC Executive Director	Vote taken with opportunity for real-time discussion	Two-thirds majority of Council	Two-thirds majority of Council, including majority of ISAC officers	Section 2.02

Appendix 2.02.2 Revision Process for ISAC Policies & Procedures

ISAC has three main governing documents:

- 1) The Constitution outlines the Society's purpose, its highest-level structure, and operating principles.
- 2) The Bylaws establish general rules by which the Society functions in order to carry out the provisions of the Constitution in an orderly and effective manner.

Changes to the Constitution and Bylaws require approval by Council and ratification by Voting Members, and occur relatively rarely.

- 3) The ISAC Policies & Procedures Manual describes how the Society carries out key functions. The main text captures the principles underlying a given policy (*what* and *why*), which are expected to change more slowly. Where needed, appendices detail the associated processes or procedures, which tend to change more frequently than the policies themselves.

Any Society member or staff member may request review or revision of a specific ISAC policy or procedure. Such requests should be submitted via the Contact Us function on the ISAC webpage or brought to ISAC's Secretary, who chairs the Governance Committee. This Committee is responsible for advising Council on proposed changes to ISAC's governing documents and practices.

Figure 2.02.2.1 outlines the iterative review process followed by Governance Committee when advising Council on proposed changes to ISAC's Policies & Procedures Manual. In brief, the process is:

- a) Reviewing a proposed change for compatibility with and/or impact on ISAC's other governance practices and governing documents;
- b) After consultation with stakeholders potentially impacted by the change, making a recommendation to Council as to whether and how the change should be implemented;
- c) Obtaining any additional information and/or input needed to address questions or concerns identified during initial Council review; and
- d) Preparing an updated recommendation for Council review and approval.

ISAC GOVERNANCE COMMITTEE POLICY & PROCEDURE REVIEW AND FINALIZATION PROCESS

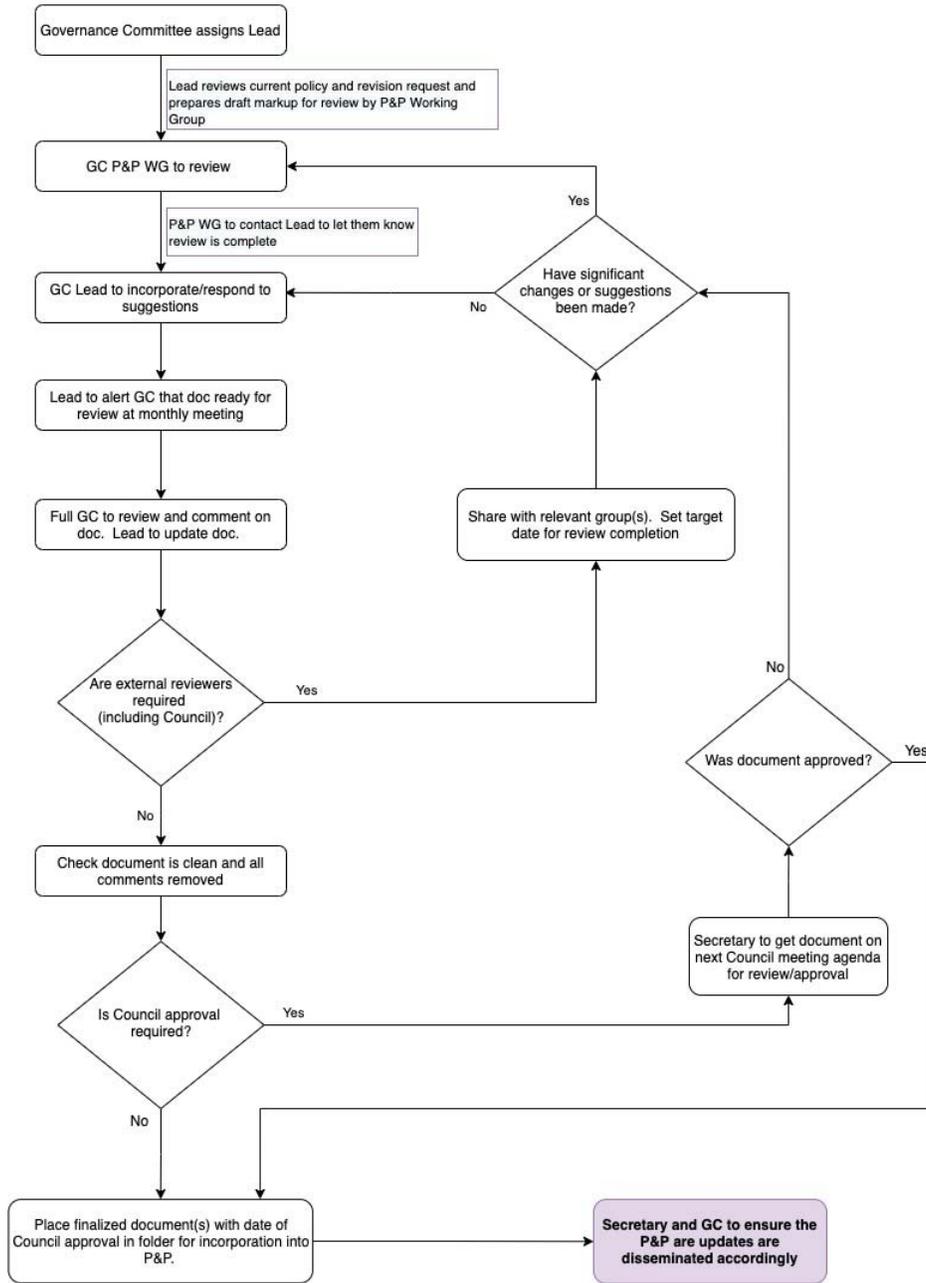


Figure 2.02.2.1 Governance Committee process for review and revision of ISAC's Policies & Procedures Manual. Unless otherwise specified in the Society's Constitution or Bylaws, changes to policies in the main text of this document require majority approval by Council. Changes to procedures and processes in the appendices to this Manual follow the approval process described in Appendix 2.02.3.

APPENDIX 2.02.3

Approval Process for Revising Appendices to the ISAC Policies & Procedures Manual

Appendices to the Policies & Procedures Manual are generally lists, charts or tables that are associated with a specific policy and contain details that may change/ become outdated. Using appendices allows such details to be changed as needed without having to revise the entire policy. Generally, appendices would not require the same level of approval as a change to a policy, however, there may be certain circumstances where some level of a governing body might be required to review/approve changes to appendices. The types of changes that may be made to an appendix and the level of review/approval that would be required to adopt the changes are summarized below.

2.02.3.1 Type of Change: Inaccuracy or Typo

This type of change would be warranted if an error of fact or inaccuracy was discovered in an appendix that resulted from an oversight or typographical error. It is expected that such changes would have little to no impact on the overall nature of the policy to which it is associated.

Level of Review/Approval: Governance Committee

In general, this type of change can be presented to the GC for review and approval. In the case there is a need for an immediate change before a GC meeting, then the change can be made/adopted by the Chair (Secretary) of the GC, with follow up at the next GC meeting. If the Chair (Secretary) does not wish to make the sole decision, he/she can get feedback/consensus from the GC by email.

2.02.3.2 Type of Change: Timely and/or Minor Update

This type of change would be warranted to keep a policy current, without having to change the nature of the policy. Examples would be name, dates, timeframes, or places that are not specifically dictated by a policy that has changed because of dynamic situations. Changes that would alter to the objectives of the associated policy would be considered a major update, not a minor update.

Level of Review/Approval: Governance Committee

In general, this type of change can be presented to the GC for review and approval. In the case there is a need for an immediate change before a GC meeting, the Chair of the GC (Secretary) can make/adopt the change after requesting feedback/consensus from the GC by electronic means and obtaining GC approval.

2.02.3.3 Type of Change: Major Update

This type of change would be significant enough to warrant a re-review of a policy to determine whether any aspect of the policy needs to be updated or modified based on the suggested changes. This may not require a complete rewrite of a policy, but rather clarification of the issues that resulted in the need for major Appendix changes. This could

also apply to changes in Bylaws that may impact Appendices associated with specific policies.

Level of Review/Approval: Governance Committee Review and Council Approval

In the case of major changes to an Appendix that may impact the current clarity of the policy, the first level of review/recommendations would come from the GC. If it is determined that these changes and modifications to the policy do not significantly impact the nature and context of the policy, then there is no need to send to Council for approval. If the changes put into question whether a significant shift in policy intent has occurred, both the policy and associated Appendix, with GC comments and recommendations, would go to Council for review/approval.

2.02.3.4 Type of Change: Update Resulting from a Policy Change

This type of charge would result from a specific change in policy that impacts the information in the associated Appendix. For example, if a policy changes procedure associated with a specific program, this could require either a new or significantly changed Appendix.

Level of Review/Approval: Governance Committee Review and Council Approval

In the case of an Appendix change resulting from a significant shift in policy and/or procedure, the first level of review/recommendations would come from the GC. The documents, both the policy and associated Appendix, with GC comments and recommendations, would go to Council for review/approval.

**APPENDIX 2.03
Record Retention**

ISAC business records identified for disposal should be discarded in the same way as any other business materials. Electronic records should be deleted. The methods for deletion will include the latest best practices for non-profit organizations. Paper records should be placed in trash or recycling receptacles, unless they contain confidential, personal, or otherwise sensitive information, in which case the documents should be shredded.

Table 2.03.1 ISAC Record Retention Schedule – Commonly Held Documents

Type of Document	Years Saved
Accounts receivable & payable ledgers & schedules	7 years
Active contracts	Contract Period
Articles of Incorporation, Constitution, and Bylaws	Permanent
Audit reports, year-end financials; general ledgers, trial balance, journals	Permanent
Bank reconciliations	7 years
Bank statements, deposit records, EFT documents & cancelled checks	7 years
Charts of accounts	Permanent
Committee correspondence	2 years
Committee minutes	5 years
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanent
Council meeting minutes	Permanent
Donations	7 years
Employment applications	3 years
Expense analyses/expense distribution schedules	7 years
Expired contracts	7 years
Expired member records (electronic)	5 years
Expired non-member records (electronic)	2 years
Grants (funded)	7 years
Grants (un-funded)	1 year
Insurance records	Permanent
Invoices (to customers, from vendors)	7 years
Payroll records and summaries	7 years
Purchase orders	7 years
Retirement and pension records	Permanent
Tax returns and worksheets	Permanent
Timesheets	7 years
Trademark registrations and copyrights	Permanent
Withholding tax statements	7 years

Appendix 2.04
ISAC Strategic Planning Workshop: General Guidelines

1. An external facilitator should be engaged to lead the Strategic Planning Workshop. The facilitator will be responsible for selecting the most appropriate strategy framework(s) to enable ISAC to achieve a clear and concise Strategic Plan.
2. Prior to a Strategic Planning Workshop, the President and Executive Director or their delegate shall obtain feedback from ISAC members and major stakeholders on the current state of the Society and future initiatives. These should be used to inform the Strategic Plan.
3. In general, Strategic Planning events should not occur during or within 3 months of a CYTO meeting.
4. ISAC covers the costs (travel and lodging) for the attendees of an in-person Strategic Planning Workshop
5. Ahead of Strategic Planning Workshop the President and Executive Director or their delegate should:
 - Interview staff
 - Survey membership
 - Ensure that Committee reports are generated for presentation at workshop
 - Invite participation from Council, Committee Chairs, and a diverse range of key stakeholders, with an emphasis on including individuals capable of bringing fresh perspectives.
6. The Strategic Planning Workshop typically includes some or all of the following categories that follow a logical linear progression:
 - Vision
 - Mission/Purpose
 - Business Function
 - Capability development
 - Growth options
 - Priority Identification
 - Timeline Goals
 - Action Planning
7. The proposed workshop and the resulting Strategic Plan must be reviewed by Council to ensure it is DEI compliant and consistent with the available resources
8. The finalized Strategic Plan should have 3-5 overarching priorities and SMART (Specific, Measurable, Achievable, Relevant, and Time-Bound) goals within each.
9. The Society Officers may nominate - for Council approval - champions for each of the major strategic priorities. These champions will be responsible for working with the ED and volunteer leadership to maximize goal progression.

10. The Executive Director (ED) is responsible for implementing, managing and tracking the milestones and progress of the Strategic Plan.
11. The ED will provide Council with an update on milestone progression and potential roadblocks for one section of the Strategic Plan, at least once per quarter for Council review of whether interim adjustments are needed.

APPENDIX 2.05 Communications

Appendix 2.05.1

ISAC LOGO USE POLICY

General. The ISAC logo is the sole and exclusive property of ISAC. Except as stated in this policy, the ISAC logo may be used only by ISAC or as specifically authorized in writing by the ISAC Executive Director.

Members. ISAC Members may display the ISAC logo on their website, email signature block, social media, stationary, and other professional materials for the purpose of identifying themselves as members of ISAC.

Directors and Officers. ISAC Directors and Officers may display the ISAC logo on their website, email signature block, social media, stationary, and other professional materials for the purpose of identifying themselves as an ISAC Director and/or Officer.

Exhibitors, Sponsors, and Business Partners. Companies and others that sponsor or exhibit at any ISAC event, as well as other business partners, may display the ISAC logo solely in connection with promoting their participation with ISAC as an exhibitor, sponsor, or business partner.

Other Persons. As determined by the Executive Director, ISAC may authorize use of the ISAC logo by other third parties in connection with products or services developed as part of an arrangement with ISAC or that are consistent with the mission of ISAC. The Executive Director shall ensure that ISAC takes adequate measures to protect its rights to the logo under such circumstances.

Rules of Use. All uses of the ISAC logo are subject to the following rules:

- The ISAC logo may not be revised or altered in any way, and must be displayed in the same form as produced by ISAC. The logo must be printed in its official colors, or in black.
- The ISAC logo may not be displayed in manner that mischaracterizes the relationship between ISAC and the user, including but not limited to any use of the logos that might be reasonably construed as an endorsement, approval, sponsorship, or certification by ISAC of the user, the user's business or organization, or the user's products or services, or that might be reasonably construed as support or encouragement to purchase or utilize the user's products or services.
- The logo may not be used in any manner that:
 - discredits ISAC or tarnishes its reputation and goodwill;
 - is false or misleading;
 - violates the rights of others; or

- violates any law, regulation, or other public policy.

Determinations. All determinations under this Policy, including acceptable and unacceptable uses of the ISAC logo, shall be made solely by ISAC in its sole and absolute discretion.

No Grant of Rights. Authorization to display the ISAC logo does not bestow any rights in the user in or to the ISAC logo.

This ISAC Logo Use Policy may be changed by ISAC at any time in its sole and absolute discretion.

**Appendix 2.05.2
ISAC Brand Guidelines**



LOGO – PRIMARY MARK

This mark should be the primary logo used on all print and web communications. The cell is undoubtedly at the core of what we do, or rather what we measure (cyto + metry = cell + measurement). Inside our cell image is an antibody that goes straight to the nucleus, the “heart” of the cell. To the left of our cell image is a DNA helix, while on the right is a sequence of binary code that spells out “ISAC” going clockwise. The stylization of a red laser underlines our acronym and stands over the word “Society” below.



REDUCED 50%



ICON ONLY



TEXT ONLY



LOGO — SECONDARY MARKS

The following secondary marks may substitute the primary mark:

TAGLINE HORIZONTAL

If a tagline is desired, this orientation may be used as a substitute to the primary mark. This is the preferred orientation if a tagline is to be included.



TAGLINE VERTICAL

The vertical orientation of the logo may be used to substitute the horizontal orientation (see above) when space is limited.



LOGO — ALTERNATE COLORS

Use the full color mark when possible. The one-color, black-and-white, or reverse version may be used when appropriate.



LOGO — CORRECT USE

The full color ISAC logo is our primary logo, and when possible, should be used on a white background.

For use on photography, color or textured background, it is suggested to use either the all white or all black version of the ISAC logo.



LOGO – INCORRECT USE

It is important that the new branding for ISAC be applied consistently to establish recognition among its members and the public. All of the approved logos provide a collective expression of ISAC that, when used properly, will preserve the sophistication of the logo as well as the Foundation organization. Other than the approved primary and secondary marks, the logo should not be distorted or altered in any way.

✘ NEVER USE THE REVERSE LOGO ON LIGHT COLORS.



✘ NEVER REPRODUCE THE LOGO IN ALTERNATE COLORS.



✘ NEVER STRETCH OR DISTORT THE LOGO.



✘ NEVER CHANGE THE FONTS.



✘ NEVER INVERSE THE LOGO COLORS.



✘ NEVER ADD EFFECTS TO THE LOGO.



BRAND COLORS

Color is an imperative visual element of any brand. Established brand colors will increase the impact of the ISAC's new identity and provide another level of consistency across all of its materials.

Depending on the intended use (print, web, etc.), colors will appear and print differently. It is important to select the appropriate color format so that the final product will render the new logo and identity properly.

PRIMARY BRAND COLORS



RED

CMYK: 0, 100, 100, 0

RGB: 225, 0, 0

Hex: #FF0000

Pantone: 2347 C

PURPLE

CMYK: 60, 85, 1, 0

RGB: 114, 60, 136

Hex: #723C88

Pantone: 7662 C

DARK BLUE

CMYK: 96, 90, 2, 1

RGB: 58, 42, 131

Hex: #3A2A83

Pantone: 2105 C

LIGHT BLUE

CMYK: 94, 3, 14, 0

RGB: 65, 164, 208

Hex: #41A4D0

Pantone: 2389 C

GREEN

CMYK: 96, 25, 90, 16

RGB: 44, 116, 69

Hex: #2C7445

Pantone: 555 C

YELLOW

CMYK: 9, 27, 95, 2

RGB: 214, 188, 48

Hex: #D5BB2F

Pantone: 4016 C

ORANGE

CMYK: 2, 59, 88, 0

RGB: 211, 135, 58

Hex: #D2863A

Pantone: 7412 C

APPENDIX 2.06

Application Process for Associated Societies

To apply for or conduct annual renewal of an Associated Society designation, a representative should endeavor to provide the following information to the Chair of ISAC's ASSC:

- List of elected officers, including the name and contact details of the single designated contact person for Associated Societies communications. The contact person must be an ISAC member.
- Description of membership (number of members, work settings, scientific focus of the Society, *etc.*).

The ASSC may change the requirements for Associated Societies designation at any time. Such changes must be approved by the MSC. The ultimate decision for whether an associated society becomes or maintains its status is made by the ISAC Associated Societies Subcommittee, approved by the MSC, and finalized in a vote by ISAC Council.

ISAC provides the following benefits to Associated Societies:

- Listing on ISAC's Associated Societies website.
- Promotion of meetings, workshops, and e-learning opportunities on ISAC's online events calendar. It is the responsibility of the Associated Society to submit properly-formatted promotional materials to ISAC at least 30 days before the event start date.
- Eligibility for an AS leader/contact person to sit on the ASSC, (not guaranteed).
- Eligibility for an AS leader/contact person to participate on CYTO Program Committee.
- An affiliation stamp/seal that can be shared on the Associated Society's website.

Associated Societies provide the following benefits to ISAC:

- Listing of and web link to ISAC and the annual CYTO Conference on the Associated Society's website.
- Promotion of ISAC, CYTO U and CYTO activities.
- Develop, in different parts of the world, the future leaders who are necessary to maintain the vitality needed in a volunteer organization such as ISAC.
- Facilitate/formalize, support, or enhance collegial relationships among its members, and ISAC community.
- Recommend high profile speakers/moderators for CYTO that are of great recognition and impact at the regional/local area where CYTO takes place.

APPENDIX 2.07

Application Process for Complementary Scientific Societies

To apply for Cytometry Scientific Society designation, you must email the following information to ISAC's Executive Director:

- A listing of elected officers. Please note two contacts for Complementary Scientific Society communications
- A brief description of how the Complementary Scientific Society uses cytometry (if it is not primarily a cytometry-based Society).

Upon receiving an application, the Executive Director will work with the applicant to develop an MOU. All MOUs are subject to review by ISAC's attorney and ISAC Council approval.

ISAC could provide the following benefits to CSS members:

- Listing on ISAC's webpage
- Promotion of meetings, workshops, and e-learning opportunities on ISAC's calendar and education resources webpages
- Meeting sponsorships
- Participation on CYTO Program Committee

CSS members could provide the following benefits to ISAC:

- Listing of and web link to ISAC and the annual CYTO Conference on website
- A short summary of the Complementary Scientific Society's most recent meeting for listing in the news section of ISAC's website
- Promotion of ISAC news and CYTO activities

APPENDIX 2.08
Leadership Development Program:
Recruitment Announcement, September 2023

Leadership Development Program Application Tracks:	Shared Resource Lab Emerging Leaders	MaryLou Ingram Scholars	International Innovators
Shared elements of the ISAC Leadership Development Program (LDP):	<p style="text-align: center;">All ISAC Leadership Development Programs are for individuals committed to engagement in the Society and likely to make substantial contributions to the cytometry community.</p> <ul style="list-style-type: none"> - Anyone may apply to any of the three leadership Application Tracks. - Applicants will only be evaluated by one Application Track. - Strong applications will note close alignment with the common and track-specific <u>eligibility criteria and expectations below</u>. - Applications will include <u>two Letters of Reference</u> (suggested length of 2 pages). At least one Letter of Reference must be from a current voting member of ISAC. - Applications will fill out a web form that will collect information on your past and current involvement with cytometry and with ISAC meetings and committees (including working groups and task forces). You will also describe <u>your vision</u> for how the LDP will help you <u>contribute to cytometry and develop as an ISAC leader</u>. Membership in ISAC is not a requirement to apply to the Leadership Development Program. - Applications will also include a checkbox affirmation from the Applicant that they are allowed to participate in the Leadership Development Program should they be selected. 		
Example track themes:	Leadership of shared resource labs (SRLs) & cytometry services	Scholarly peer-reviewed publications & academic leadership	Invention and commercialization of cytometry technology
Consider applying to this track if...	>50% of your work time is spent in a shared resource or core lab now and will be during the award	You published a first-author paper in the last 2 years and >40% of your work time is spent on research you expect to publish as peer-reviewed manuscripts	>50% of your work time is spent creating or developing a technology that could have an important impact on the field of cytometry
Leadership Development Program Application Tracks:	Shared Resource Lab Emerging Leaders	MaryLou Ingram Scholars	International Innovators
Track eligibility criteria:	Designed as a program for SRL staff with less than five years of experience in a position in which they have held primary responsibility for the supervision or management of an SRL. Candidates specializing in	Leaders or prospective leaders in the field of cytometry whose role is primarily in research and teaching, or other scholarly activity. Candidates specializing in state-of-the-art biomedicine, technology,	All innovators with expertise applicable to extending the reach of cytometry into currently uncharted fields. Recent graduates with backgrounds in engineering, chemistry, physics, and materials science are

Leadership Development Program Application Tracks:	Shared Resource Lab Emerging Leaders	MaryLou Ingram Scholars	International Innovators
	SRL management with demonstrated abilities in education and training, a commitment to the implementation and development of best practices, and a vision for the future direction of SRL membership within the Society and cytometry community.	and other areas of emerging sciences relevant to cytometry. Designed as a 4-year leadership development program for individuals who have received their relevant doctoral degree within eight years of the date of application.	particularly welcome. Special consideration will be given to those developing new technologies for measuring and manipulating cells and other biological entities and working to translate these technologies into commercially-available tools that can be used by a wide range of biologists and clinicians.
Shared eligibility criteria:	<p>All ISAC leadership development programs are for individuals committed to ongoing engagement in the Society and who are likely to make substantial contributions to cytometry community.</p> <p>Anyone may apply to any of the Application Tracks, regardless of the track eligibility criteria above. In the case that an applicant does not match the eligibility criteria, they should note this and emphasize how their application is a fit.</p>		
Shared benefits:	<ul style="list-style-type: none"> - Complimentary Platinum membership in the Society for four years after starting, which includes benefits like complimentary registration for CYTO and virtual meetings. - Partial travel stipend for CYTO conferences for four years after starting. - Formally acknowledged at the CYTO conference upon entry into program. - Ongoing opportunities to develop your professional network and become a leader of the Society. 		
Track benefits:	- Mentoring opportunities from SRL leaders.	<ul style="list-style-type: none"> - Develop collaborations and relationships with leaders in the field. - Generate opportunities for your future group members. 	<ul style="list-style-type: none"> - Develop a network including potential investors and customers. - Learn about the latest technology.
Shared expectations:	<ul style="list-style-type: none"> - Develop into a leader in the field of cytometry. - Engage in ISAC Committee work and devote at least 1 hour per week / 4 hours per month to ISAC activities for four years after starting. - Attend quarterly web-based meetings with the LDC Engagement full group (all three Application Tracks) to share progress, needs, and ideas. - Travel to and engage in ISAC CYTO meetings and assist meeting organizers with leadership roles (e.g., Co-Chair a session with an experienced ISAC member, assist meeting organizers, judge posters). - Attend and engage in ISAC Leadership Development Program events for at least 4 years after starting. - Complete an Annual Report or other updates about related activities requested by the ISAC Leadership Development Committee - Improve awareness of ISAC and engage in communities beyond the Society (e.g., attend regional cytometry meetings, ISAC Associated Society meetings, and ISAC Affiliated Society meetings). - Engage in the Society throughout your career, including as a voting member of ISAC. 		

Leadership Development Program Application Tracks:	Shared Resource Lab Emerging Leaders	MaryLou Ingram Scholars	International Innovators
	<ul style="list-style-type: none"> - Acknowledge program in all publications for at least nine years after starting (see below). 		
Track expectations:	<ul style="list-style-type: none"> - Acknowledge as "ISAC SRL Emerging Leader Program" - Attend quarterly web-based meetings with the <u>LDC Engagement SRL EL</u> subgroup to share progress, needs, and ideas. 	<ul style="list-style-type: none"> - Acknowledge as "ISAC MaryLou Ingram Scholar Program" - Attend quarterly web-based meetings with the <u>LDC Engagement Scholar</u> subgroup to share progress, needs, and ideas. - Submit at least one paper as a first or last (senior) author in Cytometry Part A during their tenure. 	<ul style="list-style-type: none"> - Acknowledge as "ISAC International Innovators Program" - Attend quarterly web-based meetings with the <u>LDC Engagement Innovators</u> subgroup to share progress, needs, and develop approaches to share breakthroughs with the wider ISAC community. - Participate in CYTO Innovation (CI) committee activities, including the CYTO Innovation session and Technology Showcase at CYTO conferences and the Lab Hacks working group.

APPENDIX 2.09

Table 2.09.1 Overview of ISAC Honors, Awards and Recognition Programs as of September 2022

Honor, Award or Recognition	Description
A. ISAC Awards – Managed by Nominations Committee	
Mack Fulwyler Award for Innovative Excellence	Recognizes an individual who has demonstrated outstanding innovation by invention, or in a career of innovative science.
Membership Award	Recognizes individuals with exceptional service to the cytometry community as well as to the Society, and those who have achieved peer recognition for advancing the field of cytometry.
Distinguished Service Award	Recognizes individuals who have served the Society in a major role, provided major support to the Society and its members, or made a significant contribution to the success of the Society.
President’s Award for Excellence	Recognizes an outstanding scientific presentation at the CYTO Conference by a post-graduate researcher.
Exceptional Student Award	Recognizes an outstanding scientific presentation at the CYTO Conference by a student researcher.
Joseph T. Trotter Leader in Cytometry Technology Award	Recognizes an individual who has advanced cytometry through physical or conceptual contributions that enhance the practice of cytometry by improving accuracy, precision, speed, throughput, or ease of use.
Howard Shapiro Award	Recognizes a researcher in a developing country who is working on innovative technologies for developing or implementing diagnostic or educational tools using image or flow cytometry.
B. CYTO Lectures – Managed by CYTO Program Chair and Committee	
Robert Hooke Lecture	Invited Nobel-quality keynote lecture by a pioneer in their field
Roger Tsien Memorial Award	Invited keynote lecture honoring the memory of Roger Tsien
C. Cytometry Part A Best Paper Award – Managed By Editor-in-Chief and Editorial Board	
Best Paper in Cytometry Award	Recognizes the first author of a highly impactful manuscript published in Cytometry A. The recipient is chosen based on the article’s total citations, downloads, and impact considered by the Editor in Chief, and finally a ranking by Associate Editors.
D. CYTO Poster Awards – Managed by Membership Services Committee	
Outstanding Poster Awards	Competitive award given to one or more student poster presenters at each CYTO conference.
E. Leadership Development – Managed by Leadership Development Committee	
Marylou Ingram Scholar	The ISAC Leadership Development Program fosters the development of future ISAC leaders from all constituencies of the Society.
SRL Emerging Leader	
Innovators	

Honor, Award or Recognition	Description
F. Other Awards and Recognition Programs – Managed by Nominations Committee unless otherwise delegated	
ISAC SRL Recognition Program (managed by SRL Committee)	Recognizes Shared Resource Laboratories demonstrating sustained achievement of excellence in operations through documented adherence to ISAC's SRL Best Practices.