

International Association for Paratuberculosis



Laws & By-Laws June 2018

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PURPOSE.

The International Association for Paratuberculosis, Inc. is a nonprofit, tax-exempt charitable, scientific organization devoted to the advancement of scientific progress on paratuberculosis and related diseases. The primary functions of the Association are to further the work of scientists engaged in the study of paratuberculosis, to facilitate cooperation among them, to foster scientific freedom and responsibility, to improve the effectiveness of scientific achievement in the promotion of animal health, to advance professional and lay education in paratuberculosis, to encourage new researchers to study this disease, and to increase public understanding and appreciation of the importance and promise of the methods of science in animal health. To promote international collaborations and to recruit young investigators into the field, the Association shall attempt to provide graduate fellowships in paratuberculosis research and partial funding for international research projects.

ARTICLE I. MEMBERSHIP

Section 1. Members.

Membership in the Association is open to all scientific and non-scientific members of the international community interested in paratuberculosis research and promoting the functions of the Association. Only individual memberships are accepted.

Section 2. Membership.

Membership shall occur by application in writing and payment of membership dues.

The Governing Board shall establish special membership status as required and these status will be presented to qualified individuals by the Governing Board after nomination and vote.

Section 3. Dues.

- a) The amounts of the annual dues may be determined from time to time by the Governing Board.
- b) The dues for any member may be remitted or reduced by vote of the Governing Board.
- c) A member shall be considered in arrears of dues, for the purpose of the Constitution and these By-Laws, if he/she has failed to pay dues for two consecutive years.

Section 4. Voting.

All members of the Association current in their dues have the right to vote in the Association.

Section 5. Resignation and Expulsions.

- a) The Governing Board shall consider and, if necessary, investigate any charges of unprofessional conduct made against any member. The accused member must be informed of the charges and shall have the right to present a defense in oral or written form. Expulsions or censure will require an affirmative vote of three-fourths of the members present at the General Membership Session of an Association meeting.
- b) A member may resign at any time by filing written resignation with the Association, but such resignation shall not cancel obligation for dues for that calendar year if made later than 4 months after the beginning of that year.

- c) Any member whose dues are two years or more in arrears shall be dropped from the Association, but membership shall be reinstated if all arrears are made up before reinstatement, up to a maximum cost/fee equal to 1-year's dues.
- d) A member of the Board of Directors failing to respond to five (5) electronic or other communications or meetings of the Board during any term in office without justifiable cause shall be dropped from the Board and a new Board Member elected by the respective country.

ARTICLE II. OFFICERS

Section 1. Governing Board.

The Governing Board shall include all Officers of the Association and Board of Directors.

Section 2. Positions.

The Officers of the Association shall be the President, Vice-President, Secretary-Treasurer, and Editor-in-Chief. Only members shall be elected to these offices.

Section 3. President.

The President shall be the chief executive officer of the Association and shall, in general, perform all duties incident to that position. The president shall preside at all meetings of the Association and serve as Chairperson of the Governing Board.

Section 4. Vice-President.

The Vice-President shall, in the absence or inability of the President to act, preside at meetings of the Association and serve as Chairperson of the Governing Board. The Vice-President shall also perform such other duties as may be assigned to that office from time to time by the President or by the Governing Board.

Section 5. Secretary-Treasurer.

The Secretary-Treasurer shall keep minutes of all meetings of the Association and of the Governing Board, shall be the custodian of the corporate records, and of the corporate seal of the Association. This officer will annually request dues payment, keep the official list of active members, and provide this as a mailing list to the Editor-in-Chief on request or prior to publication of each issue of the Newsletter.

He/she shall collect and be custodian of all funds of the Association and shall pay all of its expenses on vouchers signed by the President or bills presented for activities approved by the Governing Board. The Secretary-Treasurer shall keep the Association's books of account, file the Association's tax returns, and shall present a detailed report of its financial status at each Association meeting and at such other times as the Governing Board may request. The accounts shall be audited as deemed necessary by the Board of Directors. All other duties incident to this office shall be the responsibility of this officer.

Section 6. Editor-in-Chief.

The Editor-in-Chief shall have the responsibility of organizing and distributing the Newsletter and perform all other duties incident to this office and the Newsletter.

Section 7. Board of Directors.

The Board of Directors shall be made up of one member per country having at least 5 members in the Association, and an additional representative to serve on the Board for each additional 25 members. The Board of Directors will act as representatives of the

membership of their corresponding country and will advise on all scientific and fiscal matters related to the Association. The number of seats on the Board and the number of Directors for each country shall be determined by the number of members in the Association in good standing at the time of nomination request. The composition of the Board of Directors shall remain as elected at the close of any meeting of the Association, irrespective of changes in the membership which may qualify or disqualify a country representative, until election of a new Board of Directors at the next meeting of the Association.

ARTICLE III. APPOINTMENTS AND NOMINATIONS OF OFFICERS

Section 1. Appointments of Officers.

No member of the Association shall hold more than one office within the Association and no member of the Board of Directors shall serve as an Officer of the Association. In the event the election process elects and/or appoints an individual member to more than one office, that individual shall have the right to elect which position he/she wishes to serve. Such vacancy created by dual election/appointment shall be filled by the next individual receiving the most votes in the case of the Board of Directors or by re-appointment of an Officer by the Board of Directors.

Section 2. Nominations of Officers.

Within the period prescribed before any meeting of the Association, the Secretary-Treasurer shall request nominations from the Board of Directors to prepare a slate of nominees for the offices of President, Vice-President, Secretary/Treasurer and Editor-in-Chief. The slate of nominees shall be circulated to the membership in good standing for review before any General Meeting of the Association.

The slate of nominees and any projected appointment of an Officer(s) may be appealed by the General Membership by forwarding a written appeal to the Secretary-Treasurer within the prescribed period before the start of any meeting of the Association. To be valid, an appeal must be submitted by at least 5% of the voting members, whose names must appear on the appeal.

Upon receipt of a valid appeal, the Secretary-Treasurer will confirm receipt of the appeal and advise the Governing Board. When such an appeal is presented to The Board, The Board cannot appoint the Officer(s) under dispute without affirmative approval of the General Membership. Approval or disapproval by the General Membership shall be achieved by an affirmative vote of greater than 50% of the voting members present at any meeting of the Association. Such voting will be conducted during a Special Session created during the Scientific Program prior to the General Membership Session of that meeting. The Board of Directors shall have the option of dropping a nomination in response to an appeal rather than seeking approval by the membership.

In the case of unresolved disputes among the Board of Directors, the disagreement will be resolved by election by the General Membership during General Membership Session. An affirmative vote of greater than 50% of the voting members present at the General Membership Session shall be required for election of the Officer(s). The Board of Directors shall have the option of dropping a nomination in response to a dispute rather than seeking approval by the membership.

Section 3. Election of Officers.

The Secretary-Treasurer shall circulate the slate of nominees (not subject to appeal under section 2.) to the Board of Directors within the period prescribed before any General

Meeting of the Association. Board members will reply to the Secretary- Treasurer their confirmation of the slate or their rejection of all or part of it within the period prescribed before any General Meeting of the Association.

Officers of the Association will be elected by the Board of Directors during private electoral session at each meeting of the Association. An affirmative vote of three fourths (3/4) of the Board will be required for appointment of Officers. Such session will occur before the General Membership Session for announcement of the results at the General Membership Session. The Electoral Session of the Board of Directors shall be open to the General Association, but voting will be in private and/or by sealed ballot.

In case of unresolved disputes among the Board of Directors, the disagreement will be resolved by election by the General Membership during the General Membership Session. An affirmative vote of greater than 50% of the voting members present during the General Membership Session shall be required for election of the Officer(s). The Board of Directors shall have the option of dropping a nomination in response to a dispute rather than seeking approval by membership

Section 4. Conflict of Interest of Officers.

A Board member that currently serves as an Officer of the Association and/or has been elected or nominated for any Office of the Association, shall not have voting rights or be present during the discussion and/or election of that Office.

Section 5. Installation of Officers.

The Officers shall take office at the close of the Association meeting at which they were appointed.

Section 6. Term of Office.

The President, Vice-President, Secretary- Treasurer, and Editor-in-Chief, shall serve until the close of the next meeting of the Association, or until installation of a successor. Multiple terms may be served.

ARTICLE IV. NOMINATIONS AND ELECTIONS OF DIRECTORS

Section 1. Nominations of Directors.

Within the period prescribed before each meeting of the Association, the Secretary-Treasurer shall request from the membership in writing nominations to the Board of Directors from those countries qualifying to have representation. Such a request shall contain a reply form on which nominations are to be made. The Secretary-Treasurer shall nominate country representatives to serve on the Board of Directors in the event the nominating members fail to provide a nomination for a given qualified country.

Within the period prescribed before each meeting of the Association, the Secretary-Treasurer shall prepare a slate of nominees for the Board of Directors and a copy of the slate shall be to each Association member in good standing. The number of nominations per country shall be determined by the number of members in the Association in good standing at the time of nominations are requested four months before each meeting.

Section 2. Elections of Directors

The Board of Directors shall be elected before each meeting of the Association. Results of election shall be reported to the membership in the Newsletter following the election. Elected members shall be notified in writing of their election.

Section 3. Installation of Directors.

The elected Board of Directors shall take office at the close of the meeting of the Association.

Section 4. Term of Directors.

The Board of Directors shall serve until the close of the next meeting of the Association or until installation of successors. Multiple terms may be served.

ARTICLE V. VACANCIES AMONG OFFICERS AND DIRECTORS

Section 1. President.

If the President dies or resigns, or the office otherwise becomes vacant, the Vice-President shall immediately become President and serve for the balance of the last President's term and thereafter until the close of the next meeting of the Association following the installation of that Vice-President. If there is a vacancy in the office of the Vice-President when the vacancy in the office of the President occurs, then the Secretary-Treasurer shall immediately become President and shall serve for the balance of the last President's term.

Section 2. Vice-President.

If the Vice-President dies or resigns, or the office otherwise becomes vacant, the Secretary-Treasurer shall immediately become Vice-President and serve for the balance of the last Vice-President's term. If there is a vacancy in the office of Secretary-Treasurer when the vacancy in the Office of Vice-President occurs, the Governing Board shall appoint a member to fill the vacancy for the balance of the unexpired term. A Vice-President shall be appointed in the usual manner at the next meeting of the Association.

Section 3. Secretary-Treasurer.

If the Secretary-Treasurer dies or resigns, or the office otherwise becomes vacant, the office of Secretary-Treasurer shall be filled by appointment by the Governing Board for the balance of the expired term.

Section 4. Editor-in-Chief.

If the Editor-in-Chief dies or resigns, or the office otherwise becomes vacant, then the Secretary-Treasurer shall perform the duties of the Editor-in-Chief for the balance of the unexpired term or until the office can be filled by appointment by the Governing Board.

Section 5. Board of Directors.

If a country representative of the Board of Directors dies or resigns, or the office otherwise becomes vacant, the vacancy will be filled by appointment by the Governing Board for the balance of the unexpired term.

ARTICLE VI. GOVERNING BOARD

Section 1. Composition.

The Governing Board shall consist of the President, the Vice-President, the Editor-in-Chief, the Secretary-Treasurer, and the Board of Directors.

Section 2. Compensation.

No member of the Governing Board shall receive any financial or other form of payment or compensation for their nomination or election to office or for duties performed as a function of their office and service to the Association.

Actual and reasonable expenses that are incurred by an Officer in conducting the business of the Association shall be refundable subject to approval by the Governing Board.

Section 3. Duties.

The Governing Board shall manage the affairs of the Association and shall perform all such acts as are required or permitted by the Certificate of Incorporation, the Constitution, and these By-Laws. In addition, the Governing Board shall have the following specific duties and powers:

- a) To make arrangements for meetings of the membership;
- b) To investigate charges of unprofessional or unbecoming conduct made against any member and to bring such charges on its own initiative, and to report the results of its investigation at the following meeting of the Association or through the Newsletter.
- c) To receive reports from the membership and committees and to approve or disapprove their recommendations.

Section 4. Meetings of the Governing Board.

The Governing Board shall hold at least one Executive meeting during the general meeting of the Association, conducted in conformity with parliamentary procedure. Five members of the Governing Board shall constitute a quorum for the transaction of business. The act of the majority of the members of the Governing Board present at a meeting at which a quorum is present shall be the act of the Board.

During periods between meetings of the Association, the Governing Board shall make decisions by written telecommunications. At least 5 Governing Board members must respond to constitute a quorum. The act of the majority of the members of the Governing Board shall be the act of the Governing Board. At least 5 days shall be provided for a reply by individual members of the Board of Directors.

Any Association member wishing to bring new or old business matters before the Board of Directors shall submit this business in writing to his/her representative on the Board of Directors within the prescribed period before the meeting. If said member does not have a representative on the Board, matters shall be sent to the Secretary. Any Board Member wishing to bring new or old business matters before the Board of Directors Meeting shall submit this business in writing to the Secretary within the prescribed period before the meeting. The Board has the right, based on the act of the majority, to decide what business will be heard and discussed during the Executive Meeting. Board members shall be provided with a copy of the Meeting agenda, along with any supporting material, no later than 48 hours prior to said meeting. All actions of the Board must be approved by a simple majority of the General Membership before enactment or implementation.

Section 5. General Membership Session of the Association.

The General Membership Session of the Association shall be held during each Colloquium. Every member attending a General Membership Session of the Association shall be entitled to one vote on each matter submitted to a vote of the members. As provided in the Constitution, 50 members shall constitute a quorum for the transaction of business.

A General Membership Session shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the General Membership Session of the Association shall submit this business in writing to the Secretary, or have these matters communicated to the Secretary-Treasurer by his/her

representative on the Board of Directors within the prescribed period before the meeting. Under usual circumstances, such business items shall be reviewed by the Governing Board before any action is taken by the membership at a meeting of the Association. The Governing Board shall have the final decision as to which items appear on the agenda of the General Membership Sessions of the Association.

Any member wishing to bring new or old business before the General Membership Session of the Association that has not been placed on the agenda by the Governing Board may do so under suspension of the rules. Rules of procedure may be suspended at any meeting by a vote of two-thirds of the membership present.

However, rules may not be suspended for consideration of new or old business unless the President is notified 24 hours before the beginning of the meeting that such a request is to be made and the membership is notified early in the meeting of the nature of the new or old business to be discussed under suspension of the rules if voted.

The Governing Board shall determine the location and dates of the next Colloquium of the Association. Any member may propose to sponsor a subsequent Colloquium and such a proposal shall be presented to the Governing Board which will vote on the nomination.

Section 6. Emergency Sessions.

In the event a decision requiring approval of the membership is mandatory during periods between meetings of the Association, the Board of Directors shall have full power to act on behalf of the membership providing the Board of Directors communicates this act to the membership within 15 days following enactment and the membership is provided the opportunity to refute the act of the Board.

ARTICLE VII. SCIENTIFIC MEETINGS (COLLOQUIA)

Section 1. Regular Meeting.

A meeting of the Association shall be held at least every 2-3 years at a place and time to be determined by the Governing Board. This shall include a General Membership Session for the conduct of business of the Association.

Section 2. Name.

The scientific meeting of the Association shall be called the International Colloquium on Paratuberculosis and the first such meeting will bear the prefix 3rd. Subsequent meetings will be numbered consecutively.

Section 3. Convenor and Organizing Committee.

The Governing Board will appoint a Convenor of the Organizing Committee for the next Colloquium during the General Membership Session of the Association.

The Governing Board will advise the Convenor of the mutual responsibilities of the Governing Board, the Convenor and the Organizing Committee in writing within 1 month of the end of the previous Colloquium.

Within 3 months following the previous Colloquium, the Convenor will nominate an Organizing Committee to the Governing Board for approval to act on behalf of the Association in organizing all aspects of the Colloquium.

The Organizing Committee shall be responsible for all affairs pertaining to the site of the meeting. These duties will include, but are not limited to, budgeting, contracts, accommodations, meeting rooms, electronic and other meeting room equipment,

banquet, reception, opening addresses, meeting folders, etc. The President may serve as a member or as chairman of this Committee.

Section 4. Scientific Program Sub-Committee.

The scientific program of the meeting shall be arranged by a Scientific Program Sub-Committee. This Sub-Committee will be nominated by the Organizing Committee, coordinated by a chairperson, and approved by the Governing Board. The President, or his or her nominee, may serve as a member or as chairman of this Sub-Committee. It shall be the responsibility of the Scientific Program Sub-Committee to establish and organize the scientific program of the meeting and all other matters related to the scientific program. The Sub-Committee is directly responsible to and will regularly report progress to the Organizing Committee.

Section 5. Notice.

The Convenor shall circulate a written notice stating the place, date and hours of the meeting to the membership.

Section 6. Call for Abstracts.

The Chairperson of the Program Sub-Committee shall request abstracts for presentation at the scientific session of the meeting within the prescribed period before the scheduled date. All abstracts submitted by the membership to the Program Sub-Committee shall be accepted for presentation at the scientific session of the meeting. The Program Committee shall have the authority to determine the format of the presentations.

ARTICLE VIII. NEWSLETTER

Section 1. Function.

The newsletter will be the official journal of the Association and function as a means to rapidly distribute, or otherwise disseminate, research progress and ideas by the membership. It shall be the responsibility of the Editor-in-Chief, and the membership as a whole, to provide data, information, ideas, and proposals to the newsletter.

Section 2. Content.

The Association will publish a newsletter, hereby named "The Paratuberculosis Newsletter", as the official journal of the Association and means of communication between the membership. This newsletter will contain short communications of active research, official reports of the Association, and other material of general interest to the membership. The membership shall be encouraged by the Editor-in-Chief to contribute abstracts, letters, notices, proposals for collaborative efforts, requests for research material(s), or any other information which may be of interest to the membership.

The first issue of each year shall contain a complete Association report which will include, but not be limited to, a membership list, treasurer's report, and all actions proposed and/or instituted by the Governing Board during the previous and current years.

Section 3. Publication.

Only members of the Association may publish material in the Newsletter. Material for publication may be submitted by nonmembers if accompanied by a membership application. Generally, all material submitted to the Newsletter will be published; however, the Editor-in-Chief shall have the power to edit and determine which items are to appear.

Section 4. Issues.

The Newsletter will be published regularly subject to the membership providing sufficient information to warrant publication. All members' current in their dues shall receive the Newsletter electronically or by mail.

ARTICLE IX. FELLOWSHIP AND GRANTS PROGRAM

Section 1. Purpose.

The Fellowship and Grants Program, based on the availability of funds, will be used to encourage new programs and research in paratuberculosis.

Section 2. Notice.

The Governing Board, after determining the availability of funds, will notify the membership within the prescribed period of such availability, the amount available, and the type of program to be initiated.

Section 3. Source of Funds.

Funds to be used for the Fellowship and Grants Program will be derived from the Association accounts and from direct contributions to the Program. All contributions made directly to this Program shall be held in a separate account from that of the Association and cannot be used for any other purpose other than that defined in this Article.

Section 4. Eligibility.

Members who meet the criteria determined by the Governing Board of the Association are eligible and may apply directly to these programs. Non-members must be sponsored by a member of the Association in order to apply for these Association sponsored Programs.

Section 5. Application.

Notification of the initiation of these projects will be accompanied by an application and/or instructions for application to the program.

Applications shall be evaluated by a Review Panel nominated by the Governing Board, who shall communicate their recommendations to the Governing Board. No member of the Review Panels may apply for any funds in this Program directly or indirectly by sponsorship.

Applications shall be evaluated based on scientific merit, need of the applicant, potential for future contributions by the applicant or research, and other criteria deemed to support the goals of the Program and the Association.

ARTICLE X. COMMITTEES

The Governing Board may from time to time designate ad hoc committees to consider matters of interest to the Association. The number of members, the designation of the chairperson, the terms of membership, and the duration of the duties of each such ad hoc committee shall be determined by the Governing Board.

Chairpersons of ad hoc committees must be members of the Association and recommendations made by these committees must receive Board and Membership approval before implementation

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall begin January 1st and end December 31st of each year.

ARTICLE XII. AMENDMENTS

These Laws and By-Laws may be amended at any meeting of the members. Every proposed amendment shall be submitted to the Secretary-Treasurer at least 60 days before the meeting, over the signature of at least five members, for consideration and recommendation by the Board before submission of the amendment to the members.

Notice of any such amendment, together with the Board's recommendation, shall be made available to each member of the Association before the meeting at which it is to be considered. To be adopted, an amendment must be approved by at least three- fourths of the members voting at the general membership session of the meeting.

History of Laws & By Laws

1989, January 1 : Proposed and enacted 1990,
January 1: Amended
1991. October 1: Amended
1996, October 1: Amended
1999, February17: Amended
2005, August 17: Amended
2018, June 7: Amended