

International Association for Paratuberculosis



Laws & ByLaws 2022

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The following Bylaws shall be subject to, and governed by the Arkansas Nonprofit Corporation Act (Arkansas Code Annotated § 4-28-201 through 225) and the Articles of Incorporation of the Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Arkansas Non-Profit Corporation Act, the Arkansas Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be the Articles of Incorporation which shall be controlling.

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is the International Association for Paratuberculosis, Inc. established in 1989, hereafter Association.

ARTICLE II. MISSION AND PURPOSE.

The International Association for Paratuberculosis, Inc. is a nonprofit 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.

ARTICLE III. 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 and payment of membership dues.

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 upon a lapse in dues payment.

Section 4. Voting.

Unless otherwise specified in these bylaws, in-person, mail-in, proxy, absentee, and electronic ballots are authorized in accordance with these bylaws.

All members of the Association current in their dues have the right to vote in the Association. Each current member shall be entitled to cast one (1) vote for or against any issue brought to vote by the general membership.

Unless otherwise specified in these bylaws, members of the Association in good standing shall be allowed to cast an absentee ballot in advance of a membership meeting or vote by proxy during any membership meeting of the Association.

Unless otherwise specified within these ByLaws, all votes by the Governing Board shall be based on the majority of the total Board members.

Unless otherwise specified within these ByLaws, issues that deprive or alter the rights or privileges of the members of the Association in any way shall require membership ratification based on two-thirds (2/3) of the votes cast by the membership.

Section 5. Absentee Voting.

Absentee Ballots will be made available prior to any membership meeting and submitted to the Secretary before the start of the Meeting.

Absentee ballots are only valid for the business as stated on the ballot.

Section 6. Proxy.

Under an exemption to the Robert's Rules of Order, and as authorized by Arkansas Code Annotated § 4-28-212 (2019), at any meeting of the Members, a Member entitled to vote may do so by proxy.

To do so, the Member shall execute a written statement designating the Secretary or other member of the Association as its agent and its voting proxy.

Proxy Designation Forms will be made available prior to any membership meeting and submitted to the Secretary before the start of the Meeting.

No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the corporation.

Section 7. Resignation and Expulsions.

- a) A member may resign at any time by filing written resignation with the Association, or by a failure to pay annual dues.
- b) 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.
- c) A member of the Association may be expelled from the Association and prohibited from attending meetings of the Association if the Governing Board decides, after hearing the charges and any defense offered, that the misconduct warrants expulsion.
- d) Any member whose dues are 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.

ARTICLE IV. GOVERNING BOARD

Section 1. Governing Board.

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

Section 2. Duties.

Members of the Governing Board are the fiduciaries who steer the Association towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission.

The Governing Board shall have legal and fiduciary duties for overseeing all of the organization's activities and governance. In addition, but not exclusively, all members of the Governing Board shall:

- a) Understand the organization's mission and provide financial oversight.
- b) Understand the fundamental legal and fiduciary duties of each individual board member including:
 - Duty of Care - Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
 - Duty of Loyalty - Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
 - Duty of Obedience - Board members bear the legal responsibility of ensuring that the organization complies with these ByLaws and the applicable federal, state, and local laws, and adheres to its mission.
- c) Discuss and vote on the affairs of the organization;
- d) Make arrangements for meetings of the Association;
- e) Receive reports from the membership and committees and to approve or disapprove their recommendations;
- f) Be responsible for advancing and directing the mission and purpose of the Association and insuring that the Association has the resources to advance the mission;
- g) Serve as advocates for the Association's mission and purpose;
- h) Help the Association grow and flourish;
- i) Nominate and appoint Officers of the Association;
- j) Maintain Integrity of the Board by following conflict of interest policies and maintaining confidentiality regarding sensitive and private matters;
- k) Work cooperatively with the membership by communicating plans and any progress to the membership and other stakeholders;

- l) Devote the time commitment necessary to fulfill their duties as members of the Governing Board.
- m) Review these ByLaws and any associated laws on an annual basis and be responsible for compliance by the Board and membership.

Section 3. Resignation, Expulsions, and Forfeitures.

Any member of the Governing Board may resign without reason at any time by notifying the President or the Secretary of their intention. Vacancies created by such resignations shall remain vacant until the next general election of the Board unless otherwise specified by these Laws & ByLaws.

Any member of the Governing Board failing to respond to five (5) electronic or other official communications or meetings of the Board during any term in office shall be dropped from the Board. The Secretary shall be responsible for recording member responses of all Board communications and meetings.

Any member of the Governing Board may be removed from office with or without cause, at any time, by vote of two-thirds (2/3) of the total members of the Governing Board if in their judgment the best interest of the Association would be served thereby. Vacancies created by such removals shall remain vacant until the next general election of the Board unless otherwise specified by these ByLaws.

Section 4. Confidentiality.

Members of the Governing Board shall not discuss or disclose information about the Association, its members, or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Association. Governing Board members shall use discretion and good judgment in discussing the affairs of the Association with third parties.

ARTICLE V. OFFICERS

Section 1. Positions.

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

Section 2. 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. All other duties incident to this office shall be the responsibility of this officer.

Section 3. Vice-President.

The Vice-President shall be a partner to the President, act on his behalf in his absence, and help him/her to achieve the mission of the Institution. 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. All other duties incident to this office shall be the responsibility of this officer.

Section 4. Secretary.

The Secretary 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. The Secretary or his/her designee shall conduct the elections of officers and

Board of Directors, shall maintain membership records, and provide correspondence to the membership regarding upcoming actions of the Board. All other duties incident to this office shall be the responsibility of this officer.

Section 5. Treasurer.

The Treasurer shall collect and be the custodian of all funds of the Association and shall pay all of its expenses or bills presented for activities approved by the Governing Board. The 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. Secretary-Treasurer.

The Governing Board, by majority vote of the total Board members, may combine the offices of Secretary and Treasurer of the Association and designate a single individual to hold the office of Secretary-Treasurer. The Secretary-Treasurer designation will constitute a single office. Such position shall incur the duties of both offices.

Section 7. Appointments of Officers.

No member of the Association shall hold more than one office within the Association and no Officer of the Association may serve as a member of the Board of Directors. In the event the election process elects and/or appoints an individual member to more than one office, that individual will 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 8. Nominations of Officers.

Before any meeting of the Association, the Secretary shall request nominations from the Board of Directors to prepare a slate of nominees for the offices of President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer). 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 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 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 by the General Membership shall require an affirmative vote of greater than 50% of the voting members. The Board of Directors shall have the option of dropping a nomination in response to an appeal rather than seeking approval by the membership.

Section 9. Election of Officers.

The Secretary shall circulate the slate of nominees to the Board of Directors before any General Meeting of the Association. Board members will reply to the Secretary their confirmation of the slate or their rejection of all or part of it 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 two-thirds (2/3) 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.

Section 10. Installation of Officers.

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

Section 11. Term of Office.

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

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall be composed of 4 individuals of the general membership plus the immediate past President of the Association. The immediate past President of the Association shall be the Chairman of the Board of Directors.

Section 2. Terms of Service.

All members of the Board of Directors will serve until the close of the next meeting of the Association or until installation of successors. Multiple terms may be served.

The immediate past President of the Association will serve on the Board of Directors until such time as a newer past-President of the Association becomes available when a new President takes office.

If the immediate past President dies or resigns, said vacancy may be filled by the most recent previous President of the Association or remain vacant until an immediate past President becomes available.

Section 3. Elections of Directors.

Prior to each meeting of the Association, the Secretary shall request from the membership nominations and notices of intent to run for a position on the Board of Directors.

Prior to any election, candidates will be provided the opportunity to communicate to the membership why they should be elected to the Board of Directors and how their participation on the Governing Board would benefit the Association. Such communications may be through the Newsletter or other avenue as determined by the Governing Board.

Before each meeting of the Association, the Secretary shall prepare a ballot of candidates for the Board of Directors and a copy of the ballot shall be delivered to each Association member in good standing by a method determined by the Governing Board.

Every member of the Association in good standing will be entitled to one (1) vote for each vacancy on the Board. Members will be appointed to the Board of Directors based on the

number of votes received until all seats are filled. In the event of a tie, a run-off election will be held.

Results of election will be reported at the general membership meeting and shall be reported to the general membership following the election.

Section 4. Installation of Directors.

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

Section 5. Duties.

The Board of Directors, as part of the Governing Board, shall have all duties as defined in Article IV. Section 2.

ARTICLE VII. 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 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 position of Vice-President may be filled by nomination by the President and confirmation by the Governing Board. The Vice-President and will serve for the balance of the last Vice-President's term. A Vice-President shall be appointed in the usual manner at the next meeting of the Association.

Section 3. Secretary.

If the Secretary dies or resigns, or the office otherwise becomes vacant, the Treasurer shall immediately become Secretary and serve for the balance of the last Secretary term.

Section 4. Treasurer.

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

Section 5. Secretary-Treasurer.

If the Secretary-Treasurer position exists and the office becomes vacant, the office of the Secretary-Treasurer shall be filled by appointment by the Governing Board for the balance of the expired term. The Governing Board may at such time separate the Secretary-Treasurer position into its component parts and fill said positions as defined in these Laws & By-Laws.

Section 6. Board of Directors.

If a member of the Board of Directors dies or resigns, or the position otherwise becomes vacant, the vacancy will remain vacant until the election of a new Board member.

ARTICLE VIII. COMPENSATION.

Unless otherwise authorized in these Bylaws, 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 in the Association.

However, any member of the Association or Governing Board may be reimbursed for actual expenses incurred in the performance of duties subject to approval by the President or by majority vote of the total members of the Board.

ARTICLE IX. CONFLICT OF INTEREST.

The purpose of the conflict of interest policy is to protect Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Association, including members of the Governing Board, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 1. Disclosure.

Whenever a member of the Governing Board, member of any Committee, or any member acting on behalf of the Association has a perceived financial or personal interest in any matter coming before the Board, the affected person shall:

- a) Fully disclose the nature of the interest and
- b) Withdraw from discussion, lobbying, and voting on the matter.

Section 2. Disputes.

When a Board member fails to disclose a conflict of interest but one is perceived by a member of the Board or a member of the Association, a conflict of interest will be considered to exist if the allegation is validated by a majority vote of the total Board then in good standing.

Section 3. Voting.

No member of the Board with a real or perceived conflict of interest may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.

Section 4. Approval When Conflict Exists.

Any transaction in which a member of the Association or Board has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Association. Approval of a measure in which a conflict exists or is perceived to exist will require a simple majority vote of the total Board members having no such interest or conflict.

ARTICLE X. NON-DISCRIMINATION

It shall be the operational rule of this Association not to discriminate against any person on the basis of gender, gender identity, gender reassignment, age, disability, marriage, marital status, civil partnership, pregnancy and maternity, race or ethnicity, ethnic origin, color, nationality, national or social origin, region, religion or religious belief, creed, sex, sexual orientation, sexual characteristics, sexual preference or affiliation, family status, genetic characteristics, caste, language, name, drug use, convictions for which a pardon has been granted or a record suspended, political affiliation, political ideology or opinion, property, birth or other status.

This rule includes, but is not exclusive of appointments, nominations, service, promotions, speakers at meetings, moderators, presenters, or any other terms, privileges, conditions, or benefits, as well as non-discrimination in the providing of any services offered by this Association. This Article does not preclude the implementation of awards or programs intended to assist individuals in need as long as such programs do not discriminate against any specific group identified above or recognized as a disenfranchised or vulnerable group by the United States, European Union, or United Nations.

ARTICLE XI. MEETINGS

Section 1. Type of Meetings

The Association will conduct a Scientific Meeting, an Executive Meeting of the Governing Board, and a Meeting of the General Membership at a place and time to be determined by the Governing Board. The Governing Board may also hold Special Meetings from time to time as required for administrative purposes as well as Emergency Meetings. All discussions, voting, and other official communications between the Board and/or the membership shall be considered meetings under these ByLaws. All official communications shall be designated as such.

Section 2. Scientific Meeting of the Association

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.

The Governing Board shall determine the location and dates of the 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.

The location and sponsor of the Scientific Meeting of the Association will be determined and selected from time to time during the Executive Meeting of the Governing Board upon consideration of presentations and proposals by members of the Association wishing to sponsor such event.

The Convenor of the meeting will appoint an Organizing Committee to act on behalf of the Association in organizing all aspects of the Colloquium and said 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 scientific program of the meeting shall be arranged by a Scientific Program Committee. This Committee will be appointed by the Organizing Committee, coordinated by a chairperson. It shall be the responsibility of the Scientific Program Committee to establish and organize the scientific program of the meeting and all other matters related to the scientific program. The Committee is directly responsible to and will regularly report progress to the Organizing Committee.

The Chairperson of the Program Committee shall request abstracts for presentation at the scientific session of the meeting. The Program Committee will determine the acceptability of abstracts as well as the presentation format.

Section 3. Meetings of the Governing Board.

All meetings of the Governing Board, including voting, whether in person, by mail, or electronic, shall be conducted under parliamentary procedure following the Robert's Rules of

Order.

In-person meetings of the Governing Board shall be open to the general membership but such members may be asked to leave the meeting at any time by a majority of the Board members present at the meeting.

The Governing Board shall hold at least one Executive meeting during the scientific meeting of the Association, conducted in conformity with parliamentary procedure. Any questions concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Unless otherwise specified in these ByLaws, at any meeting of the Governing Board, a 2/3 of the total members then in office shall constitute a quorum. Members physically present at the meeting, attending by video or telecommunication, responding to emails, proxies, and those who submitted an absentee ballot prior to the meeting shall be counted in the quorum. The act of the majority of the members of the Governing Board at which a quorum is present shall be the act of the Board, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the total members in office, such action is taken by that total majority as required.

Each current member of the Governing Board shall be entitled to cast one (1) vote for or against any issue brought to vote. There shall be no split or cumulative voting. Upon request by any Board member, during or between meetings, voting will be performed anonymously.

The following business or reports will be conducted or presented at the Meetings of the Governing Board:

- (a) *Election of Officers.* Elections of Officers to serve on the Governing Board, unless elections are otherwise held by ballot in accordance with these Bylaws.
- (b) *Results on the Election of Board Members.* Results of the membership vote of board members to serve at the end of the International Colloquium will be presented by the Secretary, Secretary-Treasurer, or his/her designee.
- (c) *Financial Report.* The most recent year's activities and financial report will be presented by the Treasurer, Secretary-Treasurer, or his/her designee.
- (d) *Business Plan.* The upcoming year's operating plan and budget describing the activities of the Corporation will be discussed.
- (e) *International Colloquia.* Receive proposals on hosting future Colloquia and make decisions on the location of future Colloquia.
- (f) *Any Other Matter Requiring Board Approval or Discussion.* Take action or discuss matters raised by the Board or Membership as detailed in the meeting agenda.

Any Association member, including members of the Board, wishing to bring new or old business matters before the Governing Board shall submit this business in writing to the Secretary within 60 days before the meeting. The Board has the right, based on the act of the majority of Board members then in office, 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 30 days prior to said meeting.

Unless otherwise authorized in these ByLaws, all actions of the Board that directly affect the rights or privileges of the general membership in any way must be approved by a two-thirds (2/3) vote of the votes cast including absentee and proxy votes. All other actions of the Board that are purely administrative and do not affect the rights or privileges of the general membership in any way may be implemented without membership ratification.

All items on the agenda requiring a membership vote will be sent to the Board for discussion no later than 60 days prior to the meeting and all discussions related to the item will be predominately conducted on-line within 30-days. Meeting discussions of said items will be minimal and limited primarily to voting on the matter.

Section 4. Virtual Board Meetings

During periods between meetings of the Association, the Governing Board may have consultations and make decisions by written telecommunications. Any action may be taken without a physical Board meeting if the Association delivers a written or electronic ballot to every Board member entitled to vote on the matter.

For all periods between meetings of the Association, the act of the majority of the members of the total Governing Board in office shall be the act of the Governing Board. At least 5 days shall be provided for a reply by individual members of the Governing Board.

All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Association in order to be counted. The number of responses needed to meet the quorum requirement shall be calculated at the time of the ballot being sent.

Virtual meetings will be the primary mechanism by which items requiring votes for enactment at a meeting of the Association are to be discussed thereby providing ample time for informed absentee and proxy voting by members and ample time to communicate with the general membership.

In the event a decision affecting the rights and privileges of the membership occurs during periods between meetings of the Association that necessitates immediate action, 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 10 days following enactment and the membership is informed of their rights to refute the act and provided the opportunity to refute the act of the Board. Failure to notify the membership within 10 days of enactment shall render the act null and void. Any decision made by the Board under this emergency clause will be null and void if refuted by 5% of the membership in writing within 30 days of notice.

Section 4. General Membership Meeting

A General Membership Meeting shall be held during each Scientific Meeting of the Association governed by customary parliamentary procedure and rules of order. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Unless otherwise specified in these bylaws, forty percent (40%) of the Membership shall constitute a quorum. Members present at the meeting, proxies, and those who submitted an absentee ballot prior to the meeting shall be counted in the quorum.

Every member of the Association in good standing shall be entitled to one vote on each

matter submitted to a vote of the members during any General Membership Meeting. Members may vote in-person, by absentee ballot, or by proxy.

No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the corporation.

The act of the majority of the members at which a quorum is present shall be the act of the membership, except as otherwise provided by these bylaws. Where the law or these bylaws requires a two-thirds (2/3) vote of the voting members, such action is taken by that majority as required.

Prior to any General Membership Meeting, the Secretary will communicate with the membership the items on the agenda to be voted on and instructions on how to cast an absentee ballot or cast a proxy vote if unable to attend the meeting.

At least 30-days shall be required for membership review of voting items and submission of absentee ballots and proxy votes. Failure to provide said opportunity shall prevent voting on the matter presented. A membership vote may be taken at a later date by a virtual membership meeting.

Any member wishing to bring new or old business matters before the General Membership Meeting of the Association shall submit this business in writing to the Secretary within 60 days 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 Meeting of the Association.

Any member wishing to bring new or old business before the General Membership Meeting 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 (2/3) of the membership present.

Section 6. Attendance by President and Secretary in Colloquia.

The President of the Association is required to preside over all meetings of the Association making his attendance at the Board and Membership meetings essential. Likewise, the Secretary of the Association, as the custodian of the corporate records and the requirement to keep minutes of all meetings of the Association and of the Governing Board, the attendance of the Secretary at Board and Membership meetings is essential.

The Association will provide funding to President and Secretary of the Association, or their designee, to attend the meetings of the Association (Colloquia). Such funding will be limited to coach air fare, general registration, lodging, and associated events but will not include meals or other expenses not directly associated with the Colloquia or associated events.

Section 7. Virtual Membership Meetings.

During periods between meetings of the Association, membership discussions and voting may take place by written electronic telecommunications. Any action may be taken without a physical Board meeting if the Association delivers a written or electronic ballot to every member entitled to vote on the matter.

For all periods between meetings of the Association, the act of two-thirds (2/3) of the voting members of the Association shall be the act of the Membership. At least 10 days

shall be provided for a reply by individual members of the Association.

All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Association in order to be counted. The number of responses needed to meet the quorum requirement shall be calculated at the time of the ballot being sent.

ARTICLE XII. NEWSLETTER

Section 1. Function.

The newsletter is the official journal of the Association and functions as a means to distribute, or otherwise disseminate, research progress and ideas by the membership. It will be the responsibility of an 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 a means of communication between the members. This newsletter may contain short communications of active research, official reports of the Association, and other material of general interest to the membership. The membership will 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.

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, an Editor-in-Chief shall have the power to edit and determine which items are to appear.

All members' current in their dues will have access to the Newsletter.

ARTICLE XIII. 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 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 XIV. POSITIONS

The Board may appoint members of the Association to specific non-Board positions designated by the Board to fulfill functions in furtherance of purposes and missions of the Association as set forth in these By-Laws. Such positions may include, but not limited to, the position of Editor-in-Chief of the Paratuberculosis Newsletter.

Unless otherwise specified in these Bylaws, the Board shall be authorized and empowered to make reasonable compensation for services rendered by these positions.

ARTICLE XV. 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 XVI. CORPORATE INDEMNITY.

The Association will indemnify to the fullest extent possible not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was an officer or member of the Board of this Association or acting on behalf of the Governing Board. No amendment to this Article that limits this Association's obligations to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Association shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

This indemnity clause shall not be enforceable or applicable in cases of negligence, carelessness, abandonment, or deliberate or irresponsible violation of any law or herein ByLaws.

ARTICLE XVII. FISCAL YEAR

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

each year.

ARTICLE XVIII. AMENDMENTS

These Laws and By-Laws may be amended or repealed and new Laws & ByLaws adopted at any physical meeting of the members. Every proposed amendment shall be submitted to the Secretary 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 two-thirds (2/3) of the members voting at the general membership session of the meeting, including proxy and absentee votes.

History of Laws & By Laws

1989, January 1 : Proposed and enacted
1990, January 1: Amended
1991, October 1: Amended
1996, October 1: Amended
1999, February 17: Amended
2005, August 17: Amended
2018, June 7: Amended
2022, June 15: Amended