

Constitution of the International Alliance for Biological Standardization in North America (IABS-NA)

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APPENDIX 1

I. NAME, LOCATION, MISSION:

Article 1

The International Alliance for Biological Standardization in North America (referred to herein as "IABS-NA") is a nonprofit association governed by the present Articles of Association (hereinafter the "Constitution"), and is affiliated with IABS, a nonprofit organization with headquarters in Geneva Switzerland.

For-profit entities shall not have voting rights at the General Assembly, but representatives of such entities may be elected to the Board of Directors (herein after the "Board"), be elected to an office, and participate in the work of committees with the same rights as representatives of other organizations.

The Seat of IABS-NA is located in the United States, *at, 787 N Palm Canyon Drive, Palm Springs, CA 92262 (USA)*. It may be transferred to any other location by decision of the Board of Directors.

Article 2

The Mission of IABS-NA is to promote and advance the Missions of the IABS, and to contribute to the scientific and medical advancement of Biologicals in North America by facilitating the communication among those who develop, produce and regulate biological products for human and animal health.

IABS-NA strives to:

- Provide a unique forum where consensus can be reached on topics of importance to medical scientists and other healthcare professionals by serving as a platform for discussion and the development of consensus positions on contemporary issues related to Biologicals;
- Create an ongoing interface among leaders in clinical and basic research, biological product development, public health, manufacturing, and regulation by organizing scientific conferences, and publishing the reports of such meetings;
- Promote the formulation of international guidance documents for Biologicals used in human and veterinary medicine through its conferences and publications;
- Promote uniform methods for establishing the international quality of biological products;
- Promote the knowledge and use of international reference materials established by the World Health Organization (the "WHO") and the World Organization for Animal Health (the "OIE");
- Encourage research in connection with the discovery, characterization, standardization, quality control, production, and clinical use of biological products.
- Enhance the image of the International Alliance for Biological Standardization within North America.

IABS-NA is organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Service Code.

II. MEMBERSHIP

Article 3

Members shall be persons and organizations interested in research, characterization, standardization, quality control, production, or clinical assessment and the marketing authorization of biological products. Each member must formally subscribe to the mission of IABS-NA, as described in Article 2.

IABS-NA shall be composed of the following classes of members:

A. *Member organizations* including national and international scientific societies active in the field of Biologicals: governmental organizations, industrial organizations, foundations, associations, trusts and other entities similarly interested in supporting the objectives of IABS-NA. They pay no dues.

B. *Individual Members* comprising the following subclasses:

- *General Members*: individuals active in the field of Biologicals, who may be members of a for-profit organization acting in their personal capacity, and (1) who pay dues ; or (2) are members of the Board or Committees, in which case they pay no dues.

- *Honorary life members*: The Honorary category is meant as recognition of persons for their contributions to the field of Biologicals who are not members of IABS-NA in any other category. They pay no dues

- *Emeritus members*: Individuals who meet the following conditions: (1) have informed IABS-NA that they are retired, (2) are no longer active in IABS-NA; and (3) are recognized by the Board as having contributed to IABS-NA. They pay no dues.

- *Complimentary Members*: individuals who attend an IABS-NA conference and received complimentary membership for a period of up to one year subject to article 3. They pay no dues. Upon expiration of their complimentary membership, they may join as general members.

- *Fellows*: Individuals who are recognized by the Board for their exceptional leadership and contribution to the Alliance. They pay no dues.

Article 4

The membership dues are decided at the General Assembly for a two-year period.

Article 5

Individual member:

The Secretary shall have the right to approve or not the individual candidatures. When the candidature is questionable, the Secretary shall contact the President for decision.

Organizational member:

The Secretariat sends the applications to the President and the Vice President, who, on behalf of the Board, approve or reject the candidatures and inform the Secretary of the decision by electronic mailing. The decisions are registered in the minutes of the subsequent Executive Committee or Board meeting. The Secretariat prepares a letter signed by the President to inform the organizations about the decision.

Article 6

Membership shall be terminated by:

A. Resignation.

B. For those members who have to pay dues according to this Constitution, failure to pay such dues to IABS-NA.

C. For complimentary members, the expiration of their complimentary membership, unless they are admitted in another category of membership upon such expiration.

D. Expulsion for such reasons as the Board shall determine to be in the interest of IABS-NA. If a member is expelled by the Board, the member may appeal to the General Assembly. A two-thirds (2/3) majority of members shall be required to overrule the Board. Voting shall take place by secret ballot.

III. ORGANIZATION

Article 7

IABS-NA shall include the following bodies:

A. The General Assembly

B. The Board

C. The Executive Committee

D. Other committees that the Board determines as appropriate and which are described in Appendix 1 of this Constitution

IV. THE GENERAL ASSEMBLY

Article 8

The supreme authority of IABS-NA is vested in the General Assembly which shall be constituted from the membership. The General Assembly covers and controls all of the other organs of IABS-NA and assumes all tasks not assigned by the Constitution to the other organs. The General Assembly reserves the right to revoke the organs of IABS-NA and to supervise the activities of the organs. In particular, the General Assembly shall not delegate to the Board or to another organ the responsibility to approve or reject the accounting reports, and to dismiss the auditors.

Except as provided in Article 3A of the present Constitution, each Individual Member of IABS-NA shall be entitled to one vote.

Unless the present Constitution provides otherwise, each Member Organization shall be entitled to one vote, and may select one voting representative to attend the General Assemblies.

Article 9

The General Assembly shall convene every two years, and when feasible, on the occasion of a scientific conference sponsored by IABS-NA or IABS.

The Secretary shall notify the membership by post and/or email at least two months in advance of the date, hour, and place where the General Assembly will be held. The proposed agenda shall accompany such notification.

Each member may, within a period of one month, ask for an amendment or amendments to the agenda. The final agenda, including any amendments to the proposed agenda, shall be sent to the membership one month before the General Assembly. The General Assembly shall not take any decisions on items not included on the agenda.

Article 10

The General Assembly is validly constituted if a quorum of at least ten percent (10%) of the members of IABS-NA is present or represented by proxy in accordance with article 13 of the present Constitution.

If a quorum is not present, a second Assembly shall be announced within a period of one month with the same agenda. This Assembly must be held not earlier than one month after the initial date of the General Assembly, and not later than two months after the announcement has been sent to the membership.

This second Assembly is validly constituted whatever the number of members present or represented by proxy.

Article 11

The General Assembly shall be presided over by the President, or in his/her absence, by the Vice President.

Article 12

The following items shall be presented to the General Assembly for approval:

- the Minutes of the last General Assembly
- the Report of the President
- the Report of the Secretary
- the Report of the Treasurer, including the Report of the Auditors (if any) and the Budget.

The General Assembly shall:

- elect the Board members
- approve the annual membership dues
- discuss and decide upon the other items on the agenda

Article 13

Unless the present Constitution provides otherwise, and providing there is a quorum, all decisions at the General Assembly shall be reached by an affirmative vote of the majority of the members present and represented by proxy and shall take place by a show of hands. Two members of the Board or three members of the General Assembly may, however, demand a secret ballot.

Voting by proxy shall be permitted. A member voting by proxy shall give her/his representative, who shall be a member of IABS-NA, at the General Assembly an authorization to vote on her/his behalf. The Secretary shall be notified in writing of such authorization prior to the General Assembly.

A vote by proxy is equivalent to a vote by a member present at the General Assembly.

V. THE BOARD OF DIRECTORS (BOARD)

Article 14

IABS-NA shall be administered by a Board of Directors whose members fulfill their function *pro bono*. Except as provided in article 16 below, the Board shall have a minimum of nine (9) and a maximum of fifteen (15) members, each elected for a period of six (6) years. Unless the present Constitution provides otherwise, a Board member may serve for no more than three consecutive terms of six years each.

No Member Organization is entitled to be represented by more than one person on the Board and Individual Members must strictly represent only their own personal views.

Unless the present Constitution provides otherwise, any Individual Member or Representative of a Member Organization in good standing may be nominated as a candidate for election to the Board by three IABS-NA members or two members of the Board.

The election of the members of the Board shall be carried out by postal or electronic vote among all Member Organizations and Individual members of IABS-NA. A vote is valid if a quorum of at least ten percent (10%) of such members submits a ballot. If less than ten percent (10%) of such members submit a ballot, a second vote shall be announced. The vote must not be earlier than one month and not later than two months after the announcement has been sent to the membership. A paper or electronic ballot shall be sent to such members by the Secretary or the President.

In the event of a vacancy occurring on the Board during a Board member's term of office, the vacancy may be filled by a nominee of the Board for the remaining portion of the defaulting Board member's six year term. The Secretary may receive nominations proposals for a replacement member from one or more Board members three weeks in advance of a Board meeting. These nominations proposals shall be sent to Board members with the regular Board meeting agenda, to be voted upon at the next Board meeting.

Approval of the nominee shall be documented by the Secretary and communicated to the Board and the membership. The time served by the Board member filling the vacancy shall not count towards the maximum consecutive number of terms of office as specified above.

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for excess absences from the Board if she/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three fourths vote of the remaining Board members.

The Board is responsible for ensuring that IABS-NA's goals are respected and that all of its activities are undertaken in a satisfactory manner. The Board also is responsible for ensuring that the present Constitution is properly applied and that IABS-NA's assets, including its income, are adequately employed.

The Board shall review the annual accounts of IABS-NA and submit these to the General Assembly for ratification.

The Board decides upon the admission and expulsion of members in accordance with the present Constitution. The Board has the discretion to refuse new members and/or to limit the number of Individual Members and/or of Member Organizations if it deems the interests of IABS-NA and/or the balance of its membership require doing so.

Article 15

The Board shall meet face-to-face or by teleconference or videoconference at least twice a year, and at such other times as the activities of IABS-NA require.

The Board shall be convened by the President with at least 14 days advance notice, except if urgent matters warrant a shorter notice. The form, time and place of the meeting shall be determined by the President and notified by the Secretary. The Board may also be convened with the same advance notice by the Secretary upon the request of either two members of the Board or of five members of IABS-NA. In all cases, the initiator(s) of such special meeting shall specify its purpose(s) and such purpose(s) shall be set forth in the notice of the meeting.

A member voting by proxy shall give his/her representative, who shall be a member of the Board, an authorization to vote on his/her behalf. The Secretary shall be notified in writing of such authorization prior to the Board meeting.

A decision by a majority of the Board shall be valid if a quorum of at least three Board members takes part in person or are represented by proxy. The President shall have the deciding vote if the number of votes cast is equal.

Upon being proposed by the President or by at least three members of the Board and provided that all members of the Board agree to this procedure, a decision may be taken by correspondence, including fax or electronic mail.

Once the agreement of all the Board members has been ascertained, the decision to be taken is communicated to all the members for their vote. With regard to quorum, majority and casting vote, the decision by correspondence is governed by the same rules as a vote made during a meeting.

Article 16

The Board shall elect the following Officers from among its members, each for a term of two years:

- The President
- The Vice President
- The Secretary
- The Treasurer

The President is expected to serve as the Immediate Past President at the conclusion of his/her term as President. The Immediate Past President shall serve in this capacity and be an *ex officio* member of the Board for a term of two years, which may be in addition to his/her regular term(s) as a member of the Board.

The Vice President ordinarily will be elected to the Presidency. The President and Vice President may serve in the same office for no more than three consecutive terms of two years each. The other Officers are not limited in the number of terms they can serve.

Article 17

The Board shall delegate the daily planning and implementation of IABS-NA's various activities to the following bodies, which shall act in accordance with the functions attributed to them by the present Constitution: a) the Executive Committee, and b) the other committees established according to their competencies.

Article 18

The Board shall depend on the Secretary to disseminate information and to coordinate IABS-NA's activities.

VI. OFFICERS

Article 19

The Board may approve compensation to the officers and members of IABS-NA for reasonable expenses, as specified in internal guidance documents.

The President shall preside over the meetings of the General Assembly, the Board and the Executive Committee. He/she shall represent IABS-NA in negotiations with external bodies, but may delegate those responsibilities to other appropriate members of IABS-NA when it is in the interest of IABS-NA to do so. The President directs the activities of IABS-NA and takes all appropriate steps to implement, the decisions of the General Assembly and of the Board. In doing so, he/she shall be assisted by the Executive Committee. If the President resigns during his/her term of office, he/she shall be considered also to have resigned from the Immediate Past President position.

The Immediate Past President shall assist the President, Executive Committee and Board as required.

The Vice President shall assist the President in the execution of his/her duties, and shall preside at meetings of IABS-NA, including the Board and Executive Committee meetings, in the President's absence.

The Secretary shall report to the General Assembly regarding the administration of IABS-NA. He/she also shall be responsible for recording the Minutes of meetings of the General Assembly, the Board and the Executive Committee.

The Treasurer shall be responsible for the financial administration of IABS-NA including the implementation of the financial decisions of the Executive Committee, the preparation of the budget, and the statement of audited accounts for presentation at the General Assembly. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall present a report at each Board meeting.

If a vacancy arises among the Officers during such Officer's term of office, the Board shall elect a member of IABS-NA to serve in that Officer's position until the end of the defaulting Officer's term of office. Time served to fill a vacancy does not count towards the maximum number of consecutive terms. In case of a vacancy in the Immediate Past President position, the vacancy shall not be filled.

VII. THE EXECUTIVE COMMITTEE

Article 20

The Executive Committee is constituted by the President, the Vice President, the Secretary, the Treasurer and the chairs of the Committees. The Immediate Past President is an *ex officio member*¹ of the Executive Committee.

The Executive Committee shall be presided over by the President or in his absence the Vice President.

The Executive Committee shall have all of the powers and authority of the Board of Directors for the day-to-day operations of IABS-NA in the intervals between meetings of the Board of Directors, subject to any limitations that may stem from decisions of the Board. This includes the authority to make decisions with regard to the engagement of permanent staff, within the limits of the approved budget.

The Executive Committee shall approve the program of activities and coordinate the activities of the different committees that are established by the Board. The basics of the organization of the Committees are described in Appendix 1 hereto.

The Executive Committee may meet by teleconference or in person and make decisions at its meetings or by email. All decisions shall be documented by the Secretary in the minutes. All decisions made by the Executive Committee must be unanimous and made by an affirmative vote of all of its members. The Executive Committee shall meet whenever requested by the President with reasonable advance notice.

A summary of the Executive Committee's activities will be contained in the general report made to the General Assembly by the Secretary.

¹ An *ex officio member* is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office. In this case, by virtue of being the chair of a Scientific Committee or the Communications Committee,

those individuals are considered as members of the Executive Committee and are expected to participate when an agenda item relevant to their Committee is discussed.

VIII. OTHER COMMITTEES

Article 21

The Board may create committees as needed. The current committees and their functions are described in Appendix 1 hereto, which the Board is entitled to update whenever relevant.

At the start of each calendar year, the chairman shall submit to the Executive Committee for approval an activity report for the past year as well as an action plan and a budget for the new year. Each committee shall have as many members as necessary. The Board has the right to dismiss a committee chairman or an entire committee, if, in the view of the Board, the chairman or the committee fails to meet its responsibilities, or for other reasons that are in the interest of IABS-NA.

IX. AUDITORS

Article 22

An auditor may be appointed by the Board. If an auditor is appointed, the auditor's report will be submitted to the General Assembly.

X. COMMITMENT BY SIGNATURE

Article 23

The signature of two of the following: the President, the Vice-President, the Secretary or the Treasurer shall constitute a valid and binding commitment of IABS-NA towards third parties.

XI. SOURCES OF INCOME

Article 24

IABS-NA's income shall be derived from:

- A. Members' dues and donations
- B. Grants which it may receive
- C. Gifts or legacies which it may receive
- D. Scientific conferences and publications
- E. Other sources

No part of net earnings of IABS-NA shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that reasonable compensation for services rendered is permitted. In addition, IABS-NA may make payments and distributions in furtherance of the purposes described in section 501(c)(3) of the Internal Revenue Service Code.

XII. CHANGES TO THE CONSTITUTION AND DISSOLUTION OF THE ASSOCIATION

Article 25

Proposals for changes to the Constitution shall be submitted to the General Assembly by the Board. At least three members of IABS-NA shall be required to petition the Board to submit such proposals to the General Assembly. The text of such proposed changes shall be sent to the Secretary at least two months before the General Assembly.

Changes to the Constitution must be approved by a two-thirds majority of the quorum of members voting at the General Assembly.

Article 26

IABS-NA may propose its dissolution by notice in the Agenda of the General Assembly. Such decision shall be taken by the General Assembly voting by secret ballot. The result of the vote shall be communicated to all members of IABS-NA in writing.

After all liabilities have been met, the balance of monies remaining shall be credited to one or more scientific organizations concerned with medical biology that are tax-exempt within the meaning of section 501(c)(3) of the Internal Revenue Service Code. The choice of such a body or bodies shall be made by the General Assembly, to which the Board shall submit its proposals in this connection.

This Constitution, which supersedes the Constitution approved by the General Assembly on October 15, 2018 was adopted by the General Assembly at its meeting held on December 16, 2020.

Bruce Carpick
Secretary IABS-NA

Annex 1

ORGANIZATION OF COMMITTEES

Unless provided otherwise in the Constitution of the IABS-NA :

- The Chair of each committee shall be appointed by the Board
- The Committee Chairs are reaffirmed at each election cycle at the same time than the elections of the Officers.
- The Chair of each Committee shall decide on the number of members of such committee and appoint the members with the approval of the Board
- Any Individual Member or representative of a Member Organization of IABS-NA in good standing may be appointed as chairman of a Scientific Committee.
- The President shall report to the General Assembly regarding the activities undertaken by the Committees.