

Article I: Name

International Bordetella Society (IBS)

The name of the Society shall be the “International Bordetella Society” (IBS).

Article II: Purpose.

This association is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

- A. To encourage research in the biology and genetics of Bordetellae and the pathophysiology, immunology, clinical and epidemiological aspects of the infections that they cause, and the development and testing of new vaccines for its prevention.
- B. To provide a global forum for the exchange of information among scientists, physicians, veterinarians, public health officials, regulators, manufacturers and others engaged in research on, care of individuals with and preparation and oversight of products involving the Bordetellae.
- C. To promote the development of young scientists in Bordetella-related work, by encouraging their active participation in Society meetings and activities.

Article III: Membership.

There will be three categories of membership: Regular, Senior and Trainee.

- A. **Regular.** All persons who by their professional work have demonstrated interest in the objectives of the Society are eligible for regular membership. A regular member is one

who has paid the current dues and participates in the Society activities. Regular members will be entitled to receive all communications of the Society, to have access to the Society website and to vote on matters submitted by mail/email or at the business session of the Symposium. Regular members are eligible for election to office.

- B. **Emeritus.** An Emeritus member is a Regular member 65 years of age or older. Emeritus membership shall include payment of reduced dues and conference registration fees.
- C. **Trainee.** Trainee members are students and postdoctoral fellows certified and sponsored by Regular or Senior members. Trainee members pay reduced dues and conference registration fees. Trainees are encouraged to participate in the Society activities, receive communications, and have voting rights but may not hold elected office.

Article IV: Executive Committee

- A. The Society will be directed by an Executive Committee. The Executive Committee will consist of six elected members and two appointed members. The appointed members shall be the chief organizer of the most recent International Symposium and the chief organizer of the upcoming International Symposium.
- B. The elected members of the Executive Committee will serve six-year terms based on an interim between International Symposiums of two years. At each International Symposium, the two longest serving members of the committee will step down. Nominations to fill the vacated seats will be accepted and announced at the International Symposium. Voting will be conducted online and will open at the end of the

- Symposium and will remain open for seven days. All current members will be eligible to vote. Results of the election will be tabulated and announced online within seven days of the close of voting.
- C. The two appointed members will serve four year terms. The two years leading up to the meeting they organize and the two years following that meeting.
 - D. The executive committee will elect a Chairperson who will be responsible for leading and overseeing the activities of the committee and representing the committee and the society. The Chair shall be elected by majority vote of the Executive Committee. The Chair will serve a two year term. Election of the chair will take place in the seven days following the election and seating of new committee members following the International Symposium. The Chairperson can be elected to serve a second two year term.
 - E. The Executive Committee shall appoint a Secretary-Treasurer. The Secretary-Treasurer will oversee the Society's finances, maintain a record of actions taken by the Executive Committee and the results of voting to support those actions, prepare the minutes of the business meeting held at the International Symposium, prepare a report of the Society's finances to be presented to the membership at the International Symposium and provide reports of the Society's finances for the Executive Committee and outside agencies as needed. The Secretary-Treasurer will serve a two-year term and may be re-appointed to additional terms by the Executive Committee. The Secretary-Treasurer will be a voting member of the Executive Committee.

- F. The Executive Committee may appoint a Trainee society member to serve on the committee for one year as a non-voting member.

- G. The roles of the Executive Council are to:
 - i. Select the time, place and organizer(s) of the International Symposium.
 - ii. Oversee the organization of the International Symposium
 - iii. Seek sources and obtain financial support outside of the membership
 - iv. Approve the annual audit of the accounts of the Society
 - v. Appoint *ad hoc* committees as the need arises.

- H. The establishment of the initial rotation of committee members will be based upon the election conducted to establish the inaugural committee which consists of seven elected members. The three committee members that received the fewest votes will serve two-year terms. The two committee members that received the next highest number of votes will serve four-year terms. The two committee members that received the highest number of votes will serve six-year terms.

Article V. The International Symposium and Business Meeting

- A. The Symposium will be held every two years. The intention of the Society is to keep the Conference in accessible and affordable locations to facilitate the involvement of trainee and all members, but also with the objective of including diverse international sites.

- B. The selection of the International Symposium site and organizer will be managed by the Executive Committee. Proposals will be solicited from the membership. Members interested in hosting the International Symposium will respond to the solicitation by submitting a proposal describing the available facilities, logistical considerations, strengths of the location, and highlights of the region. The submitted proposals will be reviewed by the Executive Committee. The final selection of site and organizer will be made by majority vote of the Executive Committee.

- C. The Organizer of the International Symposium will be responsible for all aspects of the organization and running of the Symposium. The organizer will have access to Society funds raised for the purpose of supporting the meeting but will also be responsible for raising additional funds as needed to conduct the Symposium.

- D. The Organizer will appoint a Symposium Program Committee subject to approval by the Executive Committee. The symposium Program Committee will have the responsibilities of selecting the topics, speakers, and program for the Conference. The final program will be subject to approval by the Executive Committee. Review of the program by the Executive Committee is intended to ensure diversity of speakers with respect to geography, ethnicity, gender and career progression as well as ensure adequate coverage of topics in the Bordetella field.

- E. The Business meeting will be held at the time of the Conference. At this time, nominations for the Executive Committee will be announced and the Secretary-Treasurer will present a financial report for approval. The Business meeting will be open to everyone registered for the meeting.

Article VI. Ad hoc Meetings and Conferences on Bordetella Research

If a member of the Society seeks to organize a regional or local meeting, the non-profit status of the Society can be used to facilitate the acquisition and allocation of funds to organize the meeting. The Society will not, as a whole, provide or seek funding for, or direct the organization of, regional meetings. Members of the society can utilize the framework and status of the Society to facilitate the funding of ad hoc meetings.

The mechanism for requesting the involvement of the Society will be established and governed by the Executive Committee.

Article VII. Registration fees and dues.

- A. Dues will be assessed annually on January 15th of each year in an amount to be determined by the Executive Committee.
- B. The Conference Registration fees shall be fixed by the Executive Committee based upon recommendations of the Meeting Organizer and Program Committee and shall be sufficient to defray expenses incurred by the Conference. Surplus funds shall be turned over to the Society to be allocated toward the expenses incurred during the next conference. Except under special circumstances, the Society shall not pay travel expenses and registration for “speakers” at its regular conferences.

Article VIII. Distribution of Minutes of the Business Meeting and Copies of the Constitution and bylaws.

The Minutes of the previous business meeting shall be prepared by the Secretary-Treasurer and will be available on the Society website. Copies of the current By-laws shall be available on the Society website.

Article IX. Amendments.

Proposed amendments to the by-laws will be presented at the regular Business meeting held at the time of the International Symposium, with the final language of the proposed amendment to be communicated to the Chair of the Executive Committee at least two weeks before said business meeting. The full text of the proposed amendments will be made available to the membership no later than the start of the International Symposium. Changes to proposed amendments can be made at the business meeting by majority vote of members present at the meeting with the approval of the individual submitting the amendment. Voting on proposed amendments will be conducted online and will open following the conclusion of the Symposium and will remain open for seven days. All current members will be eligible to vote. Results of the voting will be tabulated and announced online within seven days of the close of voting. Amendments approved by support of a majority of votes cast will be incorporated into the bylaws.

Article X. General Prohibitions.

Notwithstanding any provision of the Constitution or By-Laws which might be susceptible to contrary construction:

- A. The Society shall be organized exclusively for scientific and educational purposes and shall engage in those activities permitted under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

- B. No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- C. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise of attempting to influence legislation.
- D. The Society shall not participate in or intervene in (including the publishing or distributing of Statements) any political campaign on behalf of a candidate for public office.
- E. The Society shall not be organized or operated for profit.
- F. The Society shall not lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to:
 - 1. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - 2. Make any part of its services available on a preferential basis;
 - 3. Make any purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - 4. Sell any securities or other property for less than adequate consideration in money or money's worth;
 - 5. Engage in any other transaction which results in a substantial diversion of its income or corpus to, any officer, member of the Council, or substantial contributor to the Society.
- G. The prohibitions contained in the Section F do not mean to imply that the Society may make such loans, payments, sales or purchase to anyone else, unless such authority be given or implied by other provisions of the Constitution or By-Laws.

Article XI. Dissolution

Upon dissolution of the association, the Executive Council shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.