

## **International Association for Paratuberculosis**



### **Laws & Bylaws 2024.**

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The following Bylaws shall be subject to and governed by the Arkansas Nonprofit Corporation Act of 1993 (Arkansas Code Annotated § 4-33-) and the Articles of Incorporation of the IAP. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Arkansas Nonprofit Corporation Act, the Arkansas Nonprofit 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, the Articles of Incorporation shall be controlling.

## **ARTICLE I. NAME OF ORGANIZATION**

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

## **ARTICLE II. MISSION AND PURPOSE.**

The IAP is a nonprofit, public benefit, scientific organization devoted to the advancement of scientific progress on paratuberculosis and related diseases.

The Vision of the IAP is to maintain an international community dedicated to increasing knowledge and awareness of paratuberculosis (Johne's Disease) and its impact on the health of both animals and humans.

The Mission of the IAP aims to advance education in paratuberculosis, encourage new and current researchers to study this disease, support clinicians with resources and expertise on Johne's disease, provide a forum via the scientific meeting of the IAP to share research and paratuberculosis knowledge amongst the scientific and veterinary community, to curate evidence-based resources and information to allow cascading of up-to-date knowledge through to members within veterinary practices, veterinary colleges, veterinary associations and industry groups worldwide, to provide literature reviews and highlight new developments in the paratuberculosis field, to host the IDF Paratuberculosis forum where countries can share their learning experiences with paratuberculosis control, to be the key reference group for further academic knowledge on the subjects related to paratuberculosis, to provide consistent advice on the most appropriate testing and control methodologies for JD allowing autonomous jurisdictions to develop their own paratuberculosis control programs and to work with interested parties to study any link to potential human diseases that are similar or related to paratuberculosis in animals.

## **ARTICLE III. MEMBERSHIP**

### Section 1. Members.

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

### Section 2. Membership.

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

### Section 3. Dues.

- a) The amounts of the annual dues may be determined from time to time by the Board of Directors.
- b) The dues for any member may be remitted or reduced by vote of the Board of Directors.
- c) A member shall be considered in arrears of dues upon a lapse in dues payment.

### Section 4. Quorum.

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

### Section 5. General Membership Meeting.

A General Membership Meeting shall be held during each Scientific Meeting of the IAP 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.

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, however, a membership vote may be taken at a later date by a Virtual Membership Meeting.

Any member wishing to bring matters before the General Membership Meeting of the IAP shall submit this business in writing to the Secretary within 60 days before the meeting. Such business items shall be reviewed by the Board of Directors before any action is taken by the membership at a meeting of the IAP. The Board of Directors shall have the final decision as to which items appear on the agenda of the General Membership Meeting of the IAP.

Any member wishing to bring business before the General Membership Meeting of the IAP that has not been placed on the agenda by the Board of Directors 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. Virtual Membership Meetings.

During periods between meetings of the IAP, membership discussions and voting may take place by written or electronic communications. Any action may be taken without a physical

meeting if the IAP delivers a written or electronic ballot to every member entitled to vote on the matter. At least 10 days shall be provided for a reply by individual members of the IAP.

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.

#### Section 7. Voting.

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

#### Section 8. Absentee Voting.

Members of the IAP in good standing shall be allowed to cast an absentee ballot in advance of a meeting of the IAP. Absentee ballots shall be made available to members prior to any membership meeting and shall be submitted by members to the Secretary before the start of the meeting.

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

#### Section 9. Proxy.

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 IAP as its agent and its voting proxy.

Proxy Designation Forms will be made available to members prior to any membership meeting and shall be submitted by members 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 Secretary.

#### Section 10. Resignation and Expulsions.

A member may resign at any time by filing written resignation with the IAP, or by a failure to pay annual dues. Any member whose dues are in arrears shall be dropped from the IAP, 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.

The Board of Directors 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.

A member of the IAP may be expelled from the IAP and prohibited from attending meetings of the IAP if the Board of Directors decides, after hearing the charges and any defense offered, that the misconduct warrants expulsion.

## **ARTICLE IV. BOARD OF DIRECTORS**

### Section 1. Composition.

The Board of Directors shall include all Officers of the IAP (ex officio Directors), the immediate past-President and four directors elected by the general membership (elected Directors) and be the governing body of the IAP. The President is the Chairperson of the Board of Directors.

### Section 5. Duties.

The function of the Board of Directors is to set the strategic direction and uphold the objectives of the IAP, authorize policy matters and direct fiduciary, legal and business decisions.

### Section 3. Nomination of Directors.

Four months before each meeting of the IAP, the Secretary shall request from the membership in writing nominations to the Board of Directors.

The Secretary shall prepare a slate of nominees for the Board of Directors and a copy of the slate shall be sent to each IAP member in good standing.

### Section 4. Election of Directors.

Directors shall be elected before each general meeting of the IAP.

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. Such communications may be through the Newsletter or other avenue as determined by the Board of Directors.

Results of election will be reported at the membership meeting and shall be reported to the general membership following the election. Elected members shall be notified in writing of their election.

### Section 5. Installation of elected Directors.

The elected Directors shall take office at the close of the general meeting of the IAP.

### Section 6. Resignation, Expulsions, and Forfeitures.

Any member of the Board of Directors may resign at any time by notifying the President or the Secretary.

Any member of the Board of Directors failing to reasonably participate through electronic

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communications or meetings of the Board shall be dropped from the Board following approval by vote with 2/3 majority of the entire Board of Directors.

Any member of the Board of Directors may be removed from office by vote of a 2/3 majority of the entire Board of Directors if in their judgment the best interest of the IAP would be served thereby. Vacancies created by such removals shall remain vacant until the next election of the Board.

#### Section 7. Vacancies.

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

#### Section 8. Terms of Service.

A term is the interval between successive elections coincident with the Scientific Meeting of the IAP. All members of the Board of Directors will serve until the close of the next Scientific Meeting of the IAP. Multiple terms may be served but the maximum duration of service for elected Directors is the interval between three successive Scientific Meetings of the IAP.

#### Section 9. Quorum.

Unless otherwise specified in these Bylaws, at any meeting of the Board of Directors, two-thirds (2/3) of the total members then in office shall constitute a quorum. Members physically present at the meeting, or attending by video or telephone, shall be counted in the quorum.

#### Section 10. Meetings.

All meetings of the Board of Directors will be conducted in an orderly manner using Robert's Rules of Order as a guide. Meetings may be conducted in person or by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

In-person meetings of the Board of Directors 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 Board of Directors shall hold at least one meeting during the Scientific Meeting of the IAP. The Board of Directors may also hold special meetings from time to time as required.

The Board of Directors may take action without a meeting by electronic communication, by signed consent of all Board members, such consent recorded in the minutes.

Any IAP member wishing to bring business before the Board of Directors 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 meeting. Board members shall be provided with a copy of the meeting agenda, along with any supporting material, no later than 10 days prior to the meeting.

#### Section 11. Voting.

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The act of the majority of the members of the Board of Directors at which a quorum is present shall be the act of approval 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 Board of Directors 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.

#### Section 12. Executive Committee - authorized actions.

The Executive Committee is a standing committee consisting of the President, Vice-President, Secretary and Treasurer, and subject to applicable provisions of law, the Articles of Incorporation, and these Bylaws and to the direction and continuing oversight of the Board of Directors, is authorized by the Board of Directors to act on its behalf on ordinary matters between meetings of the Board of Directors.

### **ARTICLE V. OFFICERS**

#### Section 1. Positions.

The Officers of the IAP 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 IAP and shall, in general, perform all duties incident to that position. The president shall preside at all meetings of the IAP and serve as Chairperson of the Board of Directors. 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/her behalf in his/her absence and help him/her to achieve the mission of the IAP. The Vice-President shall, in the absence or inability of the President to act, preside at meetings of the IAP and serve as Chairperson of the Board of Directors. 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 IAP and of the Board of Directors, shall be the custodian of the corporate records, and of the corporate seal of the IAP. 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. 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 IAP and shall pay all of its expenses or bills presented for activities approved by the Board of Directors. The

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Treasurer shall keep the IAP's books of account, file the IAP's tax returns, and shall present a detailed report of its financial status at each IAP meeting and at such other times as the Board of Directors 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 Board of Directors, by majority vote of the total Board members, may combine the offices of Secretary and Treasurer of the IAP 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 IAP shall hold more than one office within the IAP. 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.

#### Section 8. Nominations of Officers.

Before any meeting of the IAP, 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). Individual board members can make nominations. The slate of nominees shall be circulated to the membership in good standing for review before any General Membership Meeting.

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 IAP. To be valid, an appeal stating the reasons for 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 Board of Directors. When such an appeal is presented to the Board, the Board cannot appoint the Officer(s) under dispute without affirmative approval of the membership. Approval by the 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. 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 Meeting

#### Section 9. Election of Officers.

The Secretary shall circulate the slate of nominees to the Board of Directors before any General Membership Meeting. Board members will reply to the Secretary their confirmation of the slate or their rejection of all or part of it before any General Membership Meeting.

Officers of the IAP will be elected by the Board of Directors during private electoral session at each meeting of the IAP. Nominations may be discussed by the Board prior to voting. An officer is excluded from voting only if he/she is a nominee for an officer



position. An affirmative vote of two-thirds (2/3) of the Board will be required for appointment of Officers. Such session will occur before the session for announcement of the results at the General Membership Meeting. The electoral session of the Board of Directors shall be open to the membership, but voting will be in private and/or by sealed ballot.

#### Section 10. Installation of Officers.

The Officers shall take office at the close of the IAP 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 IAP, or until installation of a successor. Multiple terms may be served.

#### Section 12. Vacancies.

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. 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.

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 Board of Directors. The Vice-President will serve for the balance of the last Vice- President's term.

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.

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

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

### **ARTICLE VI. COMPENSATION.**

No member of the Board of Directors 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 or service to the IAP.

However, any member of the IAP or Board of Directors may be reimbursed for reasonable actual expenses incurred in the performance of duties subject to pre-approval by the Board.

The President of the IAP is required to preside over all meetings of the IAP making his/her

attendance at the Board and General Membership Meeting essential. Likewise, the Secretary of the IAP is custodian of the corporate records and is required to keep minutes of all meetings of the IAP and of the Board of Directors, making his/her attendance at the Board and General Membership Meeting essential.

The Association will provide funding to President and Secretary of the IAP, or their designee, to attend the Scientific Meeting of the IAP (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.

## **ARTICLE VII. CONFLICT OF INTEREST.**

The purpose of the conflict of interest policy is to protect the IAP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the IAP, including members of the Board of Directors, 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.

As a standing agenda item at each meeting, whenever a member of the Board of Directors, member of any Committee, or any member acting on behalf of the IAP 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 IAP, a conflict of interest will be considered to exist if the allegation is validated by a majority vote of the total Board.

### 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 IAP 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 IAP. 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 VIII. NON-DISCRIMINATION**

Members shall treat others equitably and respectfully without regard to race, color, ethnicity, religion, national origin, sex, age, marital status, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, political affiliation, or any other personal characteristic protected from discrimination or harassment by law.

The IAP shall have a policy under Article X that describes affirmative actions to ensure non-discrimination.

## **ARTICLE IX. SCIENTIFIC MEETINGS**

The Association will conduct a Scientific Meeting that shall be called the International Colloquium on Paratuberculosis and the first such meeting will bear the prefix 3<sup>rd</sup>. Subsequent meetings will be numbered consecutively.

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

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

The Convenor of the Scientific Meeting will appoint an Organizing Committee to act on behalf of the IAP 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 Scientific Program will represent the mission and purpose and policies of the IAP and shall be approved by the Board.

The Chairperson of the Scientific Program Committee shall request abstracts for presentation at the Colloquium. The Scientific Program Committee will determine the acceptability of abstracts as well as the presentation format.

## **ARTICLE X. POLICIES AND PROCEDURES**

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The Board of Directors may adopt and amend Policies and Procedures for the governance and operations of the IAP, provided that such Policies and Procedures are consistent with the Articles of Incorporation and Bylaws. The Board shall publish and make generally available to the membership any such Policies and Procedures.

## **ARTICLE XI. POSITIONS**

The Board may appoint members of the IAP to specific non-Board positions designated by the Board to fulfill functions to further the mission and purpose of the IAP as set forth in these Bylaws. Such positions may include, but not be limited to the position of Editor-in-Chief of the Paratuberculosis Newsletter.

## **ARTICLE XII. COMMITTEES**

The Executive Committee is a standing committee of the IAP consisting of the President, Vice President, Secretary and Treasurer.

The Regional Advisory Committee is chaired by a member of the Board and composed of up to six invited representatives, one from each continent with a member (Asia, Africa, North America, South America, Europe, and Australia + New Zealand). The objective of the committee is to advise the Board on paratuberculosis issues in each region, and to provide outreach via the relevant committee member into each region. The Board will issue new invitations to representatives at the conclusion of each Scientific Meeting of the IAP.

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

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

## **ARTICLE XIII. 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 Board of Directors. 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 XIV. FISCAL YEAR**

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

**ARTICLE XV. AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws adopted at any physical or virtual 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 IAP 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 Meeting, or Virtual Meeting, including proxy and absentee votes.

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**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

2022, June 15: Amended

2024, October 25: Amended