

**BY-LAWS OF THE
INTERNATIONAL IMMUNOCOMPROMISED HOST SOCIETY
Revision November 2016**

**ARTICLE I
OFFICES**

Article 1.1: Offices

The principal office of the International Immunocompromised Host Society (the "Corporation") will be in Texas. The Corporation may have other offices as the Council may determine. The board of directors is known as the "Council" and is granted full power and authority to change the principal office from one location to another.

Article 1.2: Other Offices

The Council may establish branch or subordinate offices at any place or places at any time as the Council determines.

**ARTICLE II
MISSION**

Article 2.1: Mission

The Corporation is organized for the following mission and objectives:

1. Mission: To become the premier international multidisciplinary forum of scientific and clinical interchange to improve the understanding and the management of the immunocompromised host.
2. For charitable, scientific and educational purposes within the meaning of Section 501(C)(3) of the United States Revenue Code of 1986, as amended.
3. To have and exercise all rights and powers granted to non-profit corporations by the law of the United States of America.

Not-with-standing any other provisions of these articles, the Corporation will not carry on activities that are not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

**ARTICLE III
MEMBERSHIP**

Article 3.1: General Membership

The Society will consider for membership persons whose occupation deals with the immunocompromised patient in one or more of the following areas:

1. Basic or Clinical Research
2. Teaching
3. Delivery of Health Care
4. Administration
5. Industry personnel who are undertaking research in the area

The membership of the Society will consist of Members, Trainee Members, Emeritus Members and Corporate Members. Applications will be reviewed by the Executive Director. If there is any doubt as to suitability of the applicant the Executive Director will refer the application to the Executive Committee of the Council who will constitute a membership committee to consider the application. The primary purpose is to increase individual membership in the Society. There will be no restrictions because of place of birth, residence, gender, race, age or creed.

Article 3.1: **Members:** A person who shares the stated purpose of the Society and fulfills the requirements of Article 3.1 of the by-laws will be eligible for membership. A member may participate in the scientific and business sessions of the Society and is eligible for election to office.

Article 3.2: **Trainee Members:** The principal requirement for Trainee Membership is a genuine and active interest in the mission of the Society. Trainees are defined as full-time students or postdoctoral trainees within six years of obtaining a professional degree. The fee for Trainee membership will be 50% of the Society's dues. Membership is renewable each year for as long as the individual is within six years of receiving a degree. Application for full membership in the ICHS is then required. Trainee membership does not include voting privileges in the Society.

Article 3.3: **Emeritus Members:** A member in good standing for ten years, who has retired or attained the age of 65, may apply to the Executive Director for election to Emeritus status. Emeritus Members pay no dues but have all rights and privileges of members.

Article 3.4: **Corporate Membership**

Healthcare companies may also apply for Corporate Membership to the Society. Corporate Members should have an active interest in the mission of the Society. Corporate Membership dues are assessed every two years. Corporate Members do not have voting privileges.

ARTICLE IV INTERNATIONAL COUNCIL

Article 4.1: **Election and Term of Office of the International Council**

The International Council (Council), excluding the Executive Director, is elected by the general membership of the Society. Relationships of the International Council, Executive Committee of the Council and other Committees are outlined below.

Article 4.2: Composition of the International Council & Meetings

An elected International Council consisting of 10-12 Society members (including the Executive Council) and the Executive Director will govern the Society; 6-8 Council members form the Executive Committee. The term of office for each International Council member will be four years, except for Executive Committee who may be Council members for 8 or more years. Each Council member will hold office for the term for which he/she is elected and until his/her successor has been elected and qualified. The Council will meet no less than every three months by telecon and at ASM Microbe, ECCMID, IDWeek or another meeting where a quorum of the Council are present; ad hoc meetings may be called by the society President.

Article 4.3: Vacancies

Rotation off the Council - vacancies may be filled by the affirmative vote of a majority of the members of the Council. A Council member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Article 4.4: Removal of Council Members

Any Council member elected to the Council may be removed at any time by the affirmative vote of 75% of the majority of the membership or Council. Members who miss three consecutive meetings (in person or teleconferences) may be asked by the Executive Committee to resign their office.

**ARTICLE V
Meetings of the Council**

Article 5.1: Regular and Special Meetings.

Meetings of the Council, regular or special, may be held on not less than seventy two hours' notice to each officer and Council member, either personally or by mail, telephone, FAX or e-mail. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council needs to be specified by a notice or waiver of notice of such meeting. Regular meetings shall be held at every three months by teleconference and at conferences where a quorum of Council members are in attendance. Special meetings of the Council may be called by the President or by the written request of a majority of the officers.

Article 5.2: Quorum.

Each Council member is entitled to one (1) vote on each matter submitted to a vote at a meeting of the Council. A majority of the number of Council members constitutes a quorum for the transaction of business. The act of the majority of the Council members present at a meeting at which a quorum is present are acting for the Council. If a quorum is not present at any meeting of the Council, the members present will adjourn the meeting, without notice until a quorum is present.

Article 5.3: Action without a Meeting.

Any action required or permitted to be taken by the Council may be taken without a meeting if consent in writing (including email), setting forth the action so taken, is signed by all of the officers and Council members, whether done before or after the action so taken.

Article 5.4: Telephone Meetings.

Any officer or member or the committee designated by the Council may participate in a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in these types of meetings constitutes the members' presence at the meeting.

**ARTICLE VI
Committees**

Article 6.1: Committees.

Committees will be formed on as needed basis under the direction of the Executive Committee. The initial chairperson for all committees will be appointed by the President of the Society. The membership of committees will be appointed by the Executive Committee. All committees report to the Council and can take no unilateral action.

Any active committee must prepare and present both oral and written reports of their actions to the annual Council meeting and oral to the biennial membership meeting.

A. Awards/Fellowship Committee

Membership: The Awards Committee shall consist of the Executive Committee

Functions: The Committee shall bring its nominations for the various awards of the Society to the Council for approval or rejection.

Meetings: The Committee will meet at the call of the President. The meeting may be via telephone or e-mail.

B. Nominations Committee

Membership: The Nominations Committee will consist of the President-Elect, the immediate Past President and the Executive Director. The Committee will be chaired by the Past President. Other members may be appointed to this committee by the president.

Functions: The Nominations Committee shall nominate candidates for:

1. Vice-President
2. Council Members
3. Candidates as required for completion of terms on Council due to retirement, dismissal, death, illness etc

Nominations are to be made after due consideration of suggestions of members. The number of candidates to be nominated for positions shall be specified by the Council.

C. Membership Committee

Membership: The Executive Committee of the Council will be the membership committee.

Functions: The Executive Director will review all new member applications and if in doubt of their suitability to become members of the Society will request additional review from the Executive Committee of the Council who will form a membership committee.

D. Organizing Committee

Membership: Each meeting (symposium, workshop etc) that the ICHS sponsors or co-sponsors shall require an Organizing Committee. The Organizing Committee will be flexible in composition and is dependent on the President's requirements for each conference. The Council will form the Organizing Committee and a local program committee may be created to assist the Organizing Committee.

Functions: The Organizing Committee shall oversee the assigned program/meeting. They shall report to the President.

1. To plan and implement the scientific program of the assigned meeting working in conjunction with the local program committee if one exists.
2. To advise the President on all activities pertaining to the assigned meeting including the social program.

The President shall be notified for prior authorization for all contractual obligations undertaken in the name of the Society including the activities of the Organizing Committee for scientific meetings. The President will be ultimately responsible for the scientific content of all meetings sponsored/co-sponsored by the Society during his/her term and shall plan/oversee execution of the program.

Meetings: The Committee(s) will meet at the call of the President at such times and places as are necessary to carry out its obligations.

ARTICLE VII Officers

Article 7.1: Executive Council Members of the Society.

The Executive Council of the Society will be elected from Society members by ballot vote of members in good standing.

Article 7.2: Executive Committee of the Council: Membership

The Executive Committee is composed of the Society President, Immediate Past-President, President-Elect, Vice-President, Treasurer, Secretary and Executive Director. A single member of the Executive Council shall hold no more than two titles; however the President and Executive Director shall not be the same person.

Article 7.2.1: Past-President/Treasurer:

The Past-President will be responsible for mentoring the incoming president and will function as the chair of the Nominations Committee. The Treasurer will be responsible for reviewing and approving regular financial reports, annual budgets, and the 990 (US Tax Documentation) prior to distribution to the Executive Council.

Article 7.2.2 The President:

The President will be the chief executive officer of the Society: He/She will have the general management of the scientific affairs of the Society and shall see that all orders and resolutions of the Council are carried into effect. The President will preside at meetings of the Council and the Executive Committee of the Council and the Program Committee. The President will be the chair of the Symposium Organizing Committee.

Article 7.2.3: President-Elect:

The President-Elect, when elected in accordance with Article 7. 1, will respectively have such powers and perform such duties as may be assigned to him/her by the Council or the President. He/She will succeed the President. In the absence or disability of the President, the President-Elect will perform such other duties as will be assigned to him/her by the Executive Committee or by the President. The President -Elect will provide over-sight duties with regard to seeing and approving the Society's financial records.

Article 7.2.4: The Vice-President/Secretary:

The Vice-President will be the editor for the Society publications, such as newsletters, to members and sponsors. Copy for the newsletters will be provided by the Executive Director in liaison with the President and the Vice-President. Newsletters will be published quarterly by email or by hard copy for those members with no access to email. The newsletter will also be published on the membership section of the web site.

Article 7.2.5: Executive Director:

The Executive Director will be employed as the Society's chief operating officer. Duties will be consistent with the general duties of supervision and management vested by the chief executive officer of the Society. The Executive Director will also assume the additional duties of secretary/treasurer and keep the minutes of all meetings of the Council and Executive Committee of the Council. They must be submitted for approval to each body. He/She shall give notice of all meetings of the Council, Executive Committee of the Council and bi-annual membership meetings as may be required and will perform such other duties as assigned to him/her by the Executive Committee of the Council or by the President.

The Executive Director will have custody of the corporate funds and securities, will keep full and accurate accounts of receipts and disbursements in books belonging to the Society, and will deposit all monies in the name and to the credit of the Society in such depositories as may be designated by Resolution of the Council. He/She will disburse the funds of the Society in accordance with the directions of the Council and the Executive Committee of the Council, and shall render to the President and the Executive Committee of the Council at its regular meeting or when the Council so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Society. He/She will give at each biennial ICHS Membership meeting an oral report on the fiscal position of the Society.

Article 7.3 Functions: The functions of the Executive Committee of the Council are:

1. During the intervals between meetings of the Council to exercise all the powers of the Council in the management and direction of the Society and conduct the affairs of the ICHS except that it will not have the power to elect Council members or to assess annual dues.
2. To receive and study reports of any committees as the Council may direct.
3. To act as an advisory body to the President.
4. To keep a record of its proceedings and report to the Council at the next meeting for its approval or disapproval.
5. At its discretion to appoint such subcommittees or ad hoc committees as it may deem necessary or desirable for the proper transaction of the business of the Society.
6. To adopt rules and regulations for the conduct of its meetings and activities, not inconsistent with the by-laws of the Society or the jurisdiction under which the Society is incorporated.
7. The Executive Committee will meet by telecon every month or at scientific meetings when a majority of the members are available. Ad hoc meetings may be called by the President.
8. The President will have the power to appoint an ad hoc member to serve for the term of his/her presidency, which is two years.
9. The Executive Committee will review all budgets proposed by the Executive Director prior to its submission to the full Council.

Article 7.4: Election and Term:

The officers of the Society will be elected by ballot vote during the regularly scheduled elections. Each officer will hold office for two years from the close of the ICHS bi-annual symposium (held on even numbered years) to the close of the succeeding symposium held two years later, or by resignation, retirement, removal or disqualification, and until his/her successor has been elected and qualified. At the end of the two year term, the officer will "move up" to the next highest position (i.e. Vice President to President Elect to President to Past President)

Article 7.5: Removal of Officers:

Any officer elected by the membership may be removed any time by the affirmative vote of a majority of the Council.

Article 7.6: Vacancies:

Vacancies may be filled by the affirmative vote of a majority of the members of the Council. A Council member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Any vacancies in the Executive Committee will be dealt with in a moving up fashion, as follows:

- President leaves (by personal request, illness, death), the President-elect will take over for the rest of the term and then undertake his/her own term or Past-President may take over for rest of term. This will be put to an anonymous Council vote.
- President-elect leaves, the Vice-President will take over, the new Vice-President will be nominated from Council and voted for by general membership
- Vice-president leaves, new Vice-President nominated from Council and voted for by general membership

ARTICLE VIII

Compensation of Directors and Officers

Article 8.1: Compensation

The Elected Officers and Council Members of the Society shall receive no compensation but may be reimbursed for their receipted expenses, if any, incurred in carrying out the purposes of the Society provided that such reimbursement in no way adversely affects the Society's qualification under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, and has prior approval of the Executive Director.

Article 8.2: Executive Director Compensation

The position of Executive Director, contracted for by the Executive Committee of the Council will be compensated as stated in the contract between ICHS and the Executive Director. In addition to salary and lease fees for office space, the Executive Director shall be entitled to reimbursement for receipted expenses incurred in carrying out his/her responsibilities for the Society.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Article 9.1: Contracts.

The Executive Committee of the Council may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ICHS Society. Such authority may be general or confined to specific instances.

Article 9.2: Loans.

No loans will be contracted on behalf of the Society and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.

Article 9.3: Checks and Drafts.

All checks, drafts or other orders for payment of money, issued in the name of the Society, will be signed by the Executive Director. Checks/drafts in excess of \$10,000 will require a second signature. That signature should be either the President or an Executive Committee member. The Executive Director will not sign his/her own paycheck without the written consent/approval of the President or an Executive Committee member.

Section 9.4: Deposits.

All funds of the Society, not otherwise employed, will be deposited from time to time to the credit of the Society in such depositories as the Council may select. The Executive Director will provide the Executive Committee of the Council with a yearly report on the funds of the ICHS.

**ARTICLE X
General Provisions**

Article 10.1: Waiver of Notice.

Whenever any notice is required to be given to any officer or other person under the provisions of these bylaws, the Articles of Incorporation or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Article 10.2: Indemnification.

The Society will indemnify, to the full extent permitted by the laws of the State of Texas any officer or Council member, or employee or agent of the Society against any sums claimed as damages or compensation together with expenses actually and reasonably incurred by him or her in connection with the defense of such claim(s), in any action, suit or proceeding in which he/she is made a party by reason of being or having been, or having acted in the capacity of, such officer, employee or agent, except in relation to matters as to which he/she will be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification will not be deemed exclusive of any other rights to which such Council member or employee or agent may be entitled under any agreement, vote of the Executive Committee of the Council or otherwise.

Article 10.3: Fiscal Year.

The fiscal year of the Society will be the calendar year.

Article 10.4: Audits.

Every two years the Council will submit to an audit of the books of the Society and at such other times and for such periods as the Executive Committee of the Council may request such accounts and to furnish certified reports on such audits. A copy of the audit findings will be available at the next meeting of the International Council.

Article 10.5: Prohibition against Sharing in Corporate Earnings.

No officer, member, or employee of or member of a committee, or person connected with the Society, or any other private individual will receive at any time any of the net earnings or pecuniary profits from the operations of the Society, provided that this will not prevent the payment to any such person of such reasonable compensation for services rendered, to or for the Society in effecting any of its purposes as will be fixed by the Council (other than to officers or members for services in their capacities as such). No such person or persons will be entitled to in the distribution of any of the corporate assets upon the dissolution of the Society.

All members and officers of the Society will be deemed to have consented and agreed that upon such dissolution or winding up of the affairs of the Society, after all debts have been satisfied, that remaining in the hands of the Council shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Council may determine or as may be determined by a court of competent jurisdiction upon application of the Council, exclusively to charitable religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(C)(3) of the Internal Revenue Code and its regulations as they may exist or as they may be amended provided, that the purposes of any such organization must be found, in the discretion of the Council, to be consistent with the purpose of the Society.

Article 10.6: Amendments.

These by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the entire Council, providing that prior written notice has been given to all members of the Council in accordance with the provisions herein above and a quorum is present.

ARTICLE XI
Exempt Activities

Article 11.1: Operations

The Society will be operated exclusively for the promotion of charitable, educational, scientific and literary purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Article 11.2: Political Participation

The Society will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Society will consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law for non-profit tax exempt organizations.

Article 11.3: US Tax Exempt Status

Notwithstanding any provision in these by-laws or in the Society's Articles of Incorporation, the Society shall not carry on activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(C)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue laws).

Adopted by majority vote of the International Council, on this day, the 15th of November, 2016.

Dimitrios Kontoyiannis, MD, PRESIDENT

Thomas Patterson, MD, PAST PRESIDENT

Monica Slavin, MD, PRESIDENT ELECT

Hans Hirsch, MD, VICE PRESIDENT

William R. Kirkpatrick, EXECUTIVE DIRECTOR

Murat Ankova, MD, COUNCIL MEMBER

Robin Avery, MD, COUNCIL MEMBER

Arnaldo Lopes Colombo, MD, COUNCIL MEMBER

Peter Donnelly, PhD., COUNCIL MEMBER

Hermann Einsele, MD, COUNCIL MEMBER

Vicky Morrison, MD, COUNCIL MEMBER

Luis Ostrosky-Zeichner, MD, COUNCIL MEMBER

Maria Elena Santolaya, MD, COUNCIL MEMBER