AMENDED BYLAWS

OF

THE INTERNATIONAL HEPATO-PANCREATO-BILIARY ASSOCIATION, INC

ARTICLE I

General

Section 1. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. The Corporation may seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Council of the Corporation, the Council will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Council to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Council for such restricted gifts.

ARTICLE II

Members

Section 1. Membership Categories. The Corporation shall have the following types of members:

Active Members:
Combined Standard
Combined Junior
Allied Health/Advanced Practice Provider

Other Members:
Senior
Honorary

Section 2. Qualification; Application.

Combined Standard Membership: –Membership of IHPBA and the local Regional Association is available to any suitably qualified medical practitioner or scientist actively involved in any of the hepatic, pancreatic or biliary fields. Combined Standard

Members enjoy full membership status in both the Corporation and the Regional Association and may be nominated or self-nominate to sit on IHPBA committees.

Combined Junior Membership: In an effort to make membership more affordable for doctors and residents entering the specialty, the Corporation offers Combined IHPBA/Regional Association Junior Membership for applicants who are within one year of completing terminal training at the end of the membership year. On application, junior members will be required to provide a statement from an active IHPBA member verifying their training status and the expected date of the conclusion of their training. Junior members enjoy the same benefits as ~~-~~standard members.

Senior Membership may be offered to Standard Members after retirement from active academic or clinical practice. Standard Members may apply for Senior Membership by email to the Corporation Secretariat. Senior Members shall receive notices of activities of the Corporation, such as conferences, but will not have voting rights. Senior Members will be exempt from the annual membership subscription.

Honorary Membership shall be considered for those distinguished individuals who have made distinguished and long-term personal contribution to the International or Regional Association. Honorary Membership is awarded by IHPBA in the World Congress year and by the regional associations in the non-congress year. IHPBA Honorary Members may be proposed by any Member for consideration by the Corporation's Council. If a majority of the Council then in office approves the proposal, it will then require the approval of a majority vote of Members present at the Corporation's next General Assembly. Honorary Members will have been IHPBA/regional association members for a continuous period of 5 years before being nominated for an honorary membership. They will have all the voting rights of Members but are excluded from holding office and are exempt from the annual membership subscription. (Any reference herein to a vote of the Members or Membership shall mean a vote of the Members and Honorary Members.)

Section 3. Election of Members. Candidates for any category of Membership shall complete and submit the Corporation's online application form. Membership commences on payment of the appropriate annual membership subscription. A list of new members will be published at least annually online.

Section 4. Annual Membership Subscription. Members will be required to pay ~~an~~ annual dues~~subscription~~ to maintain their membership benefits and to support the activities of the Corporation. ~~The level of the fee for each category of Member will be determined by the Council and approved by the Membership at the General Assembly~~The annual membership fee for each category of membership shall be determined by Council from time to time and in alignment with the Regional Associations and relevant Chapters, having regard to the financial requirements of the Associations and member needs~~, and any applicable arrangements with Regional Associations~~. Any Member who fails to pay dues~~the subscription~~ for the current year after a minimum of three reminders over a period of three months will be deemed to have resigned from the Corporation. The currency used and mechanism for collection

of duessubscriptions will be determined by the Council. The membership year runs from 1st January to 31st December regardless of the date of application to become a member.

Section 5. Termination of Membership. Members will cease to belong to the Corporation, as determined by the Council, by virtue of the following:

- Resignation in writing to the Secretary General or death of the Member
- Nonpayment of appropriate membership duessubscriptions
- Failure to adhere to the Corporation's Articles of Incorporation and Bylaws, as determined by the Council
- Failure to retain good standing within the medical profession, as determined by the Council
- Expulsion by a majority vote of the Membership at the General Assembly, on the recommendation of the Council

Section 6. Meetings.

General Assembly. The business meeting of the Members shall be the General Assembly, which shall be held together with the Scientific Meeting of the Corporation (World Congress) every two years, or as soon as practicable thereafter. The dates and venue of the General Assembly and World Congress shall be proposed by the Council and determined by the Members of the Corporation in General Assembly. All Members of the Corporation are entitled to submit in writing to the Secretary General items for inclusion on the agenda of the General Assembly three months in advance of the meeting.

Special Meetings. From time to time, the Corporation may call a Special Meeting of the Members. This meeting may occur virtually or in person. A Special Meeting shall provide Members a minimum of 30 days notice prior to the Meeting

World Congress. At the Scientific Meeting of the Corporation (World Congress), papers shall be read by Members or by individuals sponsored by Members. The Scientific Committee shall designate a time limit for presentations and discussion and may invite speakers who are not Members of the Corporation. Guests shall have the privilege of the floor by invitation at sessions of the World Congress but shall not be allowed to attend the General Assembly. English shall be the official language of the Corporation.

Regional Congresses. The Corporation will encourage regional meetings in the alternate years between World Congresses. These meetings will be continental and/or hemispheric in scope. These meetings will be organized and run by independent regional hepato-pancreato-biliary societies, associations, chapters and/or corporations.

Section 7. Quorum; Action. Fifty (50) of the number of Members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Members present at a duly held meeting at which a quorum is present shall be the

act or decision of the Members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

Section 8. Notices. Notice of any meeting of the Members of the Corporation, in each case specifying the venue (place or virtual meeting)~~place~~, date and ~~hour~~ time of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each Member by written notice delivered ~~in person~~, by e mail ~~or, telegraph, facsimile~~ or ~~other form of communication, or~~ by mail ~~or private carrier~~

, not more than ninety (90) days prior to the date of the meeting but at least thirty (30) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least forty-five (45) days before the time set for such meeting, unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with postage prepaid, addressed to the Member at his address as it appears on the records of the Corporation.

Section 9. Waiver of Notice. The transactions of any meeting of the Members of the Corporation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by the Member or Members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if Members holding at least 50% (fifty percent) of the voting power shall consent in writing to such action. Such action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to the Corporation for inclusion in the minutes or corporate records. All signatures on the written consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent meeting of the Members may be counted. Such action by written consent shall have the same force and effect as the vote of the Members at a meeting duly called and held. Written notice of Member approval shall be given to all Members who have not signed the written consent. If Member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

Section 11. Organization. The President of the Corporation, or in the absence of the President, the President-Elect, shall act as chair of the General Assembly.

ARTICLE III

Council

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Council, consisting of the Directors of the Corporation. The Council shall be considered the Board of Directors of the Corporation for purposes of the Wisconsin Statutes and Wisconsin law.

Section 2. Number; Election; Term. The number of Directors of this Corporation shall be not less than fifteen (15) nor more than nineteen (19). The Directors shall consist of the Officers of the Corporation, as defined in Article IV. Membership of the Council shall reflect the international representation of the Corporation. Directors shall be elected in the manner provided in Article IV, and each Director shall serve the term specified for his/her Office in Article IV.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary General of the Corporation, who shall advise the Council of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary General of the Corporation.

Section 4. Removal. The Members of the Corporation may, with or without cause, remove one or more Directors or the entire Board. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the director at a meeting of the Members. A Director may be removed only at a Member meeting called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. A Director appointed to fill the vacancy of a Director who was elected by the Members may be removed without cause by the Members but may not be removed without cause by the Board.

Section 5. Vacancies. Any vacancy in the Council occurring for any reason, including an increase in the authorized number of Directors, shall be filled by appointment by the President, in consultation with the Council. Any Director so appointed shall hold office for the unexpired portion of the term such Director was appointed to fill.

Section 6. Meetings.

Regular Annual Meeting. A regular annual meeting of the Council shall be at such time and place as may be designated by the President of the Corporation. In years when a World Congress is held, the annual meeting shall be conducted prior to the General Assembly. In other years, the annual meeting shall be held either during the E-AHPBA Congress or virtually.

Special Meetings. Special meetings of the Council may be called as deemed necessary by the President to consider the affairs of the Corporation. This meeting may occur

virtually or in person~~. A Special Meeting shall provide Members~~, and Council Members will be provided a minimum of 30 days notice prior to the Special Meeting.

Section 7. Notices. With the exception of the regular annual meeting set forth in Section 6(a), notice of any meeting of the Council, in each case specifying the place, date and ~~hour~~ time of the meeting, shall be given to each Director ~~by written notice delivered in person~~, by e mail~~, telegraph, facsimile or other form of communication,~~ or by mail ~~or private carrier~~, not more than ninety (90) days prior to the date of the meeting, but at least thirty (30) days before the time set for such meeting or, if notification is by mail, by mailing such notice forty-five (45) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Council need be specified in the notice or waiver of such notice of such meeting.

Section 8. Waiver of Notice. The transaction of any meeting of the Council, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereat to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. An action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Directors then in office. Such action by written consent shall have the same force and effect as a vote of the Directors taken at a meeting. All Directors must be given written notice immediately of the text of the written consent and its effective date and time. The written consent shall be effective on the latest of the following: (a) the date it is signed by the required number of Directors; (b) the date specified in the written consent; (c) the tenth day after the day on which the required notice of the text of the consent is given to all Directors. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action.

Section 10. Quorum; Action of Directors. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Council, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 11. Organization. The President of the Corporation shall chair each meeting of the Council, or in the absence of the President, the President-Elect shall chair the meeting.

Section 12. Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 13. Committees.

Nominating Committee. The Nominating Committee shall consist of the Immediate Past-President, as chair, the President, the President-Elect and the ~~Diversity, Equity and Inclusion Officer~~Chair of the Inclusive Excellence Committee. The Nominating Committee shall recommend to the Council and the General Assembly the Officers of the Corporation to be elected as outlined the Article IV, Section 3.

Executive Committee. The Executive Committee shall consist of the President, as Chair, the Immediate Past-President, the President-Elect, the Secretary General, the Secretary General-Elect, the Treasurer, the Treasurer-Elect, ~~the Diversity, Equity and Inclusion Officer (~~Chair of Inclusive Excellence Committee~~)~~, Early Career Group Leadership Council Chair and the Chair~~person~~ of the Scientific Committee. The Executive Committee shall have and may exercise, when the Council is not in session, the powers of the Council in the management of the affairs of the Corporation, except action with respect to election of officers, filling of vacancies in the Council, or the formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Council may elect one or more Directors as alternate Members of any such committee, who may take the place of any absent committee Member or Members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Council or any individual Director of any responsibility imposed upon the Council or any individual Director by law.

Publications and Communication Committee. The Publications and Communication Committee shall be appointed by the General Assembly, on the recommendation of the Council, and shall consist of the Secretary General as chair, the Chair~~person~~ of the Scientific Committee, an Inclusive Excellence Committee representative and ~~between six and twelve~~a minimum of 6 other Members of the Corporation. The purpose of the Committee is to oversee the Corporation's official journal, HPB and the Corporation's website, including its online educational platform, ~~myHPB~~HPB Academy. In the execution of its duties the Committee will *inter alia* 1) negotiate contracts with publishers, recommend appointment of the Editor-in-Chief and Editorial Board, and report to the Council on the annual finances of the official journal 2) work with any other committees as necessary to update and improve the

content of the website, newsletters, social media, press releases, and any other communication recognized by the membership as coming from the Association.

Scientific Committee. The Scientific Committee and its Chair~~person~~ shall be appointed by the General Assembly, on the recommendation of the Council, to organize the scientific activities of the Corporation, particularly during its World Congress. The Chair~~person~~ shall serve on the Council during his/her two-year tenure of office. A vice-chair will be appointed who is from the region of the following World Congress and who will become Chair~~chairperson~~ at the end of the two year term. In addition to the Chair~~person~~, the Scientific Committee shall be comprised of the immediate past C~~c~~hair, the V~~v~~ice-C~~c~~hair, two members of the local organizing committee for the next World Congress, a member of the Innovation Committee, Early Career Group Leadership Council Representative, Inclusive Excellence Committee Representative, Allied Health Group Representative and ~~between seven and nine Members~~a minimum of 6 other members of the Corporation, each of whom will serve two years.

Temporary Advisory Committees. The President or Council may authorize and appoint temporary committees to consider appropriate matters, make reports to the President or Council, and fulfill such other advisory functions as may be designated.

Education and Training Committee. The Education and Training Committee shall be appointed by the General Assembly, on the recommendation of Council to foster education and encourage advanced training in hepato-pancreato-biliary disease. The Education and Training Committee will consist of an elected Chair~~person~~ who will also be a current member of the Corporation's Council, an Early Career Group Leadership Council Representative, an Inclusive Excellence Committee Representative and a minimum of 6 other members ~~between nine and fourteen Members~~ of the Corporation. The Committee Chair~~person~~ will serve for two years and may be reappointed a maximum of ~~twice~~one additional two year term~~ce~~. The purpose of the Education and Training Committee shall be to review and update the fellowship registry on the website, to review and maintain the standards document for HPB training with input from AHPBA, A-PHPBA and E-AHPBA (the Regional Associations), to review and maintain the HPB curriculum with input from the three regional associations, to support the development of ~~myHPB~~ HPB Academy as a tool for distance learning, to work with the Publications and Communication Committee to develop the website and ~~myHPB~~ HPB Academy and to review and put forward for approval requests for funding for education projects to the IHPBA Foundation.

Research Committee. The Research Committee and its Chair~~chairperson~~ will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council to encourage and support hepato-pancreato-biliary research. The Research Committee will consist of an elected Chair~~person,~~ the Scientific Committee Deputy Chair, Early Career Group Leadership Council representative, an Inclusive Excellence Committee representative, ~~-~~and a minimum of 6 other members ~~between eight and thirteen Members~~ of the Corporation. The

Chair~~person~~ will serve for two years and may be re-appointed a maximum of ~~twice~~one additional two year term~~ee~~. All other members of the Committee will serve for two years and may be re-appointed for one additional two year term. The ~~—~~Research Committee shall propose to the Council the recipient of the Kenneth Warren Fellowship award, which is awarded to a young investigator in the field of hepatic, pancreatic or biliary research, and review and put forward for approval, requests for funding for research projects to the IHPBA Foundation.

Global Collaborations Committee. The global collaboration committee and its ~~chairperson~~Chair will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The Global Collaborations committee will consist of an elected Chair~~chairperson~~, an Early Career ~~group~~ Group Leadership Council representative, an Inclusive Excellence Committee representative and a minimum of 6 other members ~~between eight and fifteen Members~~ of the Corporation. The global collaboration committee is tasked with fostering relationships, promoting collaboration, and advancing the mission of the Corporation through global collaborations. These collaborations will include physical missions and virtual partnerships. The committee will review and put forward for approval, requests for funding for global collaboration projects to the IHPBA Foundation.

Innovation Committee The Innovation Committee and its Chair~~chairperson~~ will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The Innovation Committee will consist of an elected Chair~~chairperson~~, an Early Career Group Leadership Council representative, an Inclusive Excellence Respresentative and ~~between~~ a minimum of 6 other members ~~eight and fifteen Members~~ of the Corporation. The Innovation Committee will collaborate with the IHPBA leadership and the Scientific Programme Committee to ensure new techniques and technological developments have a promotional space within the Corporation and are well represented at the World Congress. The innovation committee will provide evidence-based updates to the IHPBA members of new developments and technologies.

Finance Committee. The Finance committee will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The Finance Committee will be chaired by the Treasurer for the duration of his/her term. Members will include the Treasurer-Elect and~~,~~ the President Elect ~~and the Immediate Past Treasurer~~. At least one other member of the committee must have financial and/or accounting experience. The Finance Committee will oversee the finances of the IHPBA including any investment and re-investment of the funds belonging to the Association. The Committee will produce a report summarizing the association's accounts, its income and expenses at least biennially. For their assistance they may employ a certified accountant. The Committee will advise the President and Executive Committee on financial planning including construction of a proposed annual budget submitted to the President annually no later than the first

day of December. The Committee may also perform such other functions as assigned to it by the Council including oversight of the budget of the World Congress. The Committee will review the Corporation's year-end financial results and if necessary, make recommendations to the Executive Committee regarding disbursement of funds. The Committee will meet no less than four times each year either in person or by teleconference, such meetings to be convened by the Treasurer.

Audit Committee. The Audit Committee will consist of between three and six Members, proposed by the Nominating Committee and appointed by the General Assembly, on the recommendation of the Council. The C~~chairperso~~hair~~n~~ will come from within the Corporation's experienced committee ranks, will serve for two years and may be re-appointed a maximum of ~~twice~~once. The other members of the Committee will serve one two-year term with the possibility for re-election once. The Audit Committee will conduct a biennial, or if requested by Council, an annual review of the accounts of the Association and report to the Council. The Treasurer will then report their findings to the members at the Corporation's General Assembly. A certified accountant will normally be hired to assist with audits. The Chair~~chairperson~~ will convene this committee at least biennially to discuss any potential issues arising and conduct the committee's business. Audits will ordinarily be carried out biennially in the first months of the fiscal year prior to the filing of the Corporation's tax return. The committee will also be responsible for auditing the final finances of the biennial World Congress. The Audit Committee has the authority to review all books, receipts and financial files of the Corporation's Management Company upon request at any time without notice.

Early Career Group Leadership Council: The Early Career Group (ECG) Leadership Council will consist of Chair, Past Chair, Chair Elect, two AHPBA Representatives, two A-PHPBA Representatives, two E-AHPBA Representatives, two Members at Large and one Trainee/Fellow Representative. The ECG Leadership Council shall be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The ECG Leadership Council members are assigned as representatives to the following~~other~~ standing IHPBA committees: ~~(~~Publication and Communications, Education and Training, Research, Global Collaborations, Innovation, and ~~World Congress Program~~Scientific Committee~~)~~.

The ECG Leadership Council aim to support the mission of the IHPBA by engaging early career surgeons caring for HPB diseases. Specifically, the committee aims are to:

1. Support the integration and engagement of early career members and perspectives within the leadership and across the activities of the IHPBA;
2. Develop programs and activities to address the continued education and career development need of early career surgeons caring for HPB diseases;
3. Provide opportunities for leadership for early career surgeons caring for HPB diseases;
4. Facilitate networking opportunities between early career surgeons caring for HPB diseases and the broader IHPBA membership.

Inclusive Excellence Committee

The Inclusive Excellence Committee and its Chair~~chairperson~~ will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The Inclusive Excellence Committee will consist of an elected Chair~~chairperson~~, an Early Career Group Leadership Council representative and a minimum of 6 other members of the Corporation each serving for a maximum of two terms.

The Inclusive Excellence Committee will collaborate with the IHPBA leadership and relevant committees to promote inclusive excellence, equitable participation and representation across the activities of the Corporation. The Committee will advise the Council and support initiatives that foster inclusion, diversity, equity and accessibility throughout the IHPBA community. Inclusive Excellence Committee members are assigned as representatives to the following standing IHPBA committees: Publication and Communications, Education and Training, Research, Global Collaborations, Innovation, Scientific Committee.

Allied Health Professional Committee

The Allied Health Professional Committee and its Chair~~chairperson~~ will be proposed by the Nominating Committee and shall be appointed by the General Assembly, on the recommendation of the Council. The Allied Health Professional Committee will consist of an elected Chair~~chairperson~~, and a minimum of 6 other members of the Corporation each serving for a maximum of two terms.

The Allied Health Professional Committee will collaborate with the IHPBA leadership and relevant committees to promote the engagement, participation and representation of Allied Health professionals across the activities of the Corporation. The Committee will advise the Council and support initiatives that recognise and strengthen the contribution of allied health professionals to multidisciplinary HPB care, education, research and the wider IHPBA community.

Section 14. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Council or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their vote(s) are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Council or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or

known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Council or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV

Officers

Section 1. Nomination and Election. Nominations for persons to serve as Officers of the Corporation shall be submitted to the Chair of the Nominating Committee, the Immediate Past-President, in writing not less than six months before the General Assembly. Nominees, proposers and seconders shall be Members of the Corporation, and the consent of the nominee shall accompany the nomination. Committee nominations can be made by ~~M~~members of the corporation (self or other) and do not require a second. ~~may also self-nominate to serve on a committee.~~ In the absence of nominations from the membership, the Nominating Committee shall propose nominees for officers and committees. Officers and Committee Members shall be elected by the Members at the General Assembly, on the recommendation of the Council.

Section 2. Resignation. Any officer may resign at any time by giving written notice to the Secretary General of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary General.

Section 3. Officers of the Corporation.

President. The President shall chair meetings of the Council and the Executive Committee, and shall ensure that the Articles of Incorporation and Bylaws are observed. The President is elected for two years or until such later time when his/her successor qualifies and is elected and cannot be re-elected.

President-Elect. The President-Elect is elected two years in advance of assuming the Presidency and shall serve in the place of the President in his/her absence.

Congress Chair~~person~~. The Congress Chair person ~~person~~ shall organize the World Congress to be held at the end of his/her tenure in office of two years. The Congress Chair~~chairperson~~ will serve as an ex officio member of Council for the duration of their term.

Treasurer. The Treasurer will chair the Finance Committee and will oversee the finances of the Corporation. The Treasurer will ~~be responsible for the collection~~ have oversight of membership subscription income, the Corporation's running costs, the finances of the Corporation's official journal and the long-term investments of the Corporation. The collection and administration of membership subscription fees and other day-to-

day financial transactions may be undertaken on behalf of the Corporation by the Corporation's appointed management company or other authorised agents, with appropriate financial reporting provided to the Treasurer and Finance Committee.

~~of membership subscription fees, payment of the Corporation's running costs, oversight of the finances of the Corporation's official journal and the long-term investments of the Corporation.~~ The Treasurer shall ~~maintain~~ oversee the maintenance of the Corporation's funds in one or more appropriate accounts and will present details of transactions and proposed budgets to the Council at the annual meeting. The Treasurer is elected for a period of four years or until such later time when his/her successor qualifies and is elected and will assume the responsibilities of the Secretary General in the absence of the Secretary-Elect. The Treasurer, in conjunction with the Congress Chair~~man~~, may establish and maintain a fund for the express purpose of facilitating attendance at the World Congress by trainees and young investigators in the field.

Secretary General. The Secretary General is responsible to the Council for the oversight of the administration and governance of the Corporation. The Secretary General shall oversee the ~~including~~ maintenance of membership lists, registration of documents, establishment of contracts with other scientific societies and organizations and retention of archives. These and other administrative functions may be undertaken on behalf of the Corporation by its appointed management company or other authorised agents, under appropriate oversight. The Secretary General shall ~~prepare~~ oversee the preparation of ~~-~~ the agenda and rules of procedures for each meeting of the Council, the Executive Committee and the General Assembly and shall ~~keep their records.~~ensure that appropriate records of such meetings are maintained. The preparation and maintenance of these materials and records may be undertake the Corporation by its appointed management company or other authorised agents.

The Secretary General is elected for a period of four years or until such later time when his/her successor qualifies and is elected and cannot be re-elected.

Secretary-Elect. The Secretary-Elect is elected four years in advance of becoming Secretary General and assumes the responsibilities of the Secretary General in their absence. The Secretary-Elect will serve as a member of Council for the duration of their term.

Treasurer-Elect. The Treasurer-Elect is elected four years in advance of becoming Treasurer and assumes the responsibilities of the Treasurer in their absence. The Treasurer-Elect will serve as a member of Council for the duration of their term.

Chair of Scientific Committee. The Chair~~person~~ of the Scientific Committee will serve for two years as Chair~~person~~-elect, two years as Chair~~person~~ and two years as Past-C~~chairperso~~hair~~n~~ and will C~~c~~hair the World Congress in his/her own region. The Scientific Chair cannot be re-elected. The Chair~~rperson~~ will conduct meetings of the Scientific Committee and work closely with the Congress Chair~~person~~ and the local scientific committee to organize the scientific program of the World Congress. The

Chair of the Scientific Committee will serve as an ex officio member of Council for the duration of their term.

Immediate Past-President. The Immediate Past-President shall serve on the Council for two years or until such later time when his/her successor qualifies and is elected immediately after the end of their tenure as President. The Immediate Past-President shall also Cchair the Nominating Committee.

Members-at-Large. There shall be seven Members-at-Large, who shall be elected to the Council for a two--year term or until such later time when his/her successor qualifies and is elected, with the possibility of re-election for onetwo further terms.

Regional Presidents. If not already on Council, each President of the three Regional Associations will serve as ex officio members of Council for the duration of their term.

Diversity, Equity and Inclusion Officer. The Diversity, Equity and Inclusion Officer shall be the (Inclusive Excellence Committee Chair and) shall serve as a voting member of Council for a two year term, or until such later time when his/her successor qualifies, and is elected with the possibility of re-election for two one further terms. The Diversity, Equity and Inclusion Officer will promote equity and diversity and a culture that actively values difference, recognising that people from different backgrounds and experiences can bring valuable insights to IHPBA to enhance the way we deliver to our members.

Chair of the Early Career Group Leadership Council (ECG of IHPBA).

The ECG Leadership Council Chair shall serve as a voting member of Council for a two year term, or until such later time when his/her successor qualifies, and is elected with the possibility of re-election for one further term.

ARTICLE V

Instruments; Bank Accounts; Checks and Drafts; Loans; Securities; Fiscal Year

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, 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 Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Council from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time

by the Council. The Council may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Council. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without counter-signature, by the President, President-Elect, Treasurer, Treasurer-Elect, Secretary General or Secretary-Elect, or by any other officer or agent of the Corporation to whom the Council, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Council. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Council.

Section 5. Sale of Securities. The Council may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

Section 6. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Council.

ARTICLE VI

Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or

Officer is a Party because they are a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VII

Amendment.

These Bylaws may be amended by a majority vote of the Members at a General Assembly.