

**CONSTITUTION AND BYLAWS
OF THE
INTERNATIONAL LEAGUE OF
ASSOCIATIONS FOR RHEUMATOLOGY**

**ARTICLE 1
NAME AND PURPOSES**

1.1 The name of the organization shall be International League of Associations for Rheumatology and is hereinafter referred to as ILAR. "Associations for Rheumatology" in this term is deemed to encompass all the regional leagues (AFLAR, APLAR, EULAR, PANLAR) and the American College of Rheumatology (ACR). In the absence of a permanent domicile, the domicile of ILAR shall be determined by the Executive Committee. The organization shall be designated by the acronym ILAR in all official documents and other contexts, regardless of the language in which such documents may be framed or of the language in such other contexts. The official working languages of ILAR shall be English.

1.2 ILAR shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other officers within or without the State of Illinois as the Executive Committee may from time to time determine.

1.3 ILAR is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue statute. The purposes of ILAR shall be to stimulate and promote the development of awareness, knowledge, and the means of prevention, treatment, rehabilitation, and relief of musculoskeletal diseases. Although ILAR shall have a global focus, ILAR's efforts will concentrate on areas of the world where there is exceptional need. Musculoskeletal diseases shall be defined as the diseases of connective tissue and medical disorders of the musculoskeletal or locomotor system, and the branch of medicine concerned with these diseases shall be referred to as rheumatology. These will include adult and pediatric rheumatic diseases.

1.4 In furtherance of these purposes ILAR shall:

(a) Stimulate and promote the development of awareness, knowledge, and the means of prevention, treatment, rehabilitation, and relief of musculoskeletal diseases.

(b) Foster cooperation between different countries and geographical areas through existing continental, regional, and national organizations concerned with the means of prevention, treatment, rehabilitation and relief of musculoskeletal diseases;

(c) Encourage and assist in the foundation of such organizations in such countries and geographic areas as they may not from time to time exist;

(d) Stimulate and support scientific research in the field of musculoskeletal diseases;

(e) Establish and maintain contact with the central offices of international organizations such as the United Nations Educational, Scientific, and Cultural Organization (UNESCO) and the World Health Organization (WHO) and such other international agencies as may be concerned with the means of prevention, treatment, rehabilitation and relief of musculoskeletal diseases; and

(f) Undertake all such other acts as are incidental or conducive to the attainment of these objects.

1.5 Notwithstanding the foregoing or any other provision of these Bylaws:

(a) No part of the net earnings of ILAR shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that ILAR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) ILAR shall not participate in, or intervene in including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; and, except as may be permitted pursuant to Section 501(h) of the Code, no substantial part of the activities of ILAR shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

(c) ILAR shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event of the dissolution of ILAR, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of ILAR, dispose of all the remaining assets of ILAR (except any assets held by ILAR upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of ILAR in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code, as the Executive Committee shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of ILAR is then located, exclusively for the purposes of ILAR in such manner, or to such organization or organizations qualifying under Section 501(c)(3) and Section 170(c)(2) of the Code, as said court shall determine.

ARTICLE 2 MEMBERSHIP

2.1 ILAR shall be an association of Regional Leagues and the American College of Rheumatology (ACR). The Regional Leagues are the European League Against Rheumatism (EULAR), the Pan-American League Against Rheumatism (PANLAR), the Asia Pacific League of Associations for Rheumatology (APLAR) through a postal referendum of the General Assembly of that League, and the African League Against Rheumatism (AFLAR). National

leagues with the exception of ACR are represented in ILAR through the respective regional league.

2.2 The members shall be represented via their representatives to the Executive Committee and shall not be otherwise entitled to vote on any matter affecting ILAR. Any other rights and privileges of membership shall be as determined by the Executive Committee.

2.3 Membership may terminate by voluntary withdrawal or as otherwise provided in these Bylaws. All rights, privileges and interests of a member in ILAR shall cease in all respects on the termination of membership for any reason. Any member may withdraw from membership upon giving written notice of such intention to withdraw to the Chairperson or the Executive Secretary of ILAR, and any such resignation shall be effective upon receipt.

ARTICLE 3 EXECUTIVE COMMITTEE

3.1 The governing body of ILAR shall be the Executive Committee. The Executive Committee shall supervise, control and direct the business and affairs of ILAR, shall actively promote its purposes, and shall supervise the disbursement of its funds.

3.2 The Executive Committee of ILAR shall be ten (10) in number and shall consist of the President and President-elect from each Regional League and from the ACR. The hierarchical structure of the Executive Committee will be flat; each Regional League and the ACR, having equal voice.

3.3 A Chairperson of the Executive Committee shall be selected from among the representatives of the Regional Leagues and the ACR in rotating fashion for one (1) year with the possibility of extension for a second year. Such a person should be a rheumatologist in an active position, speak and communicate fluently in English, and be able to communicate by electronic mail. The Chairperson shall be the principal executive officer of ILAR and shall in general supervise and direct all of the business affairs of ILAR, subject to the direction and control of the Executive Committee. The Chairperson shall preside at all meetings of the Executive Committee. The Chairperson may sign, with the Executive Secretary or any other proper officer of ILAR authorized by the Executive Committee, any deeds, mortgages, bonds, contracts or other instruments which the Executive Committee has authorized to be executed. The Chairperson shall, in general, perform all duties customarily incident to the office of president or chairperson and such other duties as may be prescribed from time to time by the Executive Committee.

3.4 A member of the Executive Committee may designate an individual who is not an officer or member of the Executive Committee to assist in his/her performance of certain duties or responsibilities. An individual so designated will be subject to approval of the Executive Committee and will have the title of Delegate. Activities or functions of the Delegate will be strictly limited to those specified by the member of the Executive Committee. A Delegate may be invited by the Chairperson to attend meetings of the Executive Committee in an advisory capacity, but without a vote.

3.5 On the occasion of the adoption of this Constitution and Bylaws, periods of office already held in ILAR under the terms of the previous Constitution and Bylaws shall be deemed to be periods of office under the terms of this Constitution and Bylaws as regards eligibility for further office.

ARTICLE 4 EXECUTIVE COMMITTEE MEETINGS

4.1 An ordinary meeting of the Executive Committee shall be held at least once a year. An Agenda Paper for the meeting, setting out the precise wording of any propositions to be considered and the order in which business will be taken, shall be dispatched by air or electronic mail to each each member of the Executive Committee not later than 28 days before the date of the meeting. Meetings of the Executive Committee may take place on the occasion of each congress held by each Regional League. Additional meetings may be called at any time upon the request of the Chairperson or of a majority of the members of the Executive Committee.

4.2 A quorum shall be deemed to exist for the Executive Committee when at least five members representing three Regional Leagues are present. In case the President or the President-Elect of a Regional League or the ACR cannot attend an Executive Committee meeting, another officer of the governing body of that Association may be assigned to attend and vote on his/her behalf. Resolutions may be passed by a simple majority of votes polled; in the event of a tie the resolution will be set aside or further discussed at subsequent Executive Committee meetings.

4.3 The Executive Committee shall be empowered to invite non-voting guests to discuss upcoming projects and ILAR international associations. These guests of the Executive Committee shall have the right to take part in all deliberations but without the right to vote.

4.4 The following business shall be transacted at an ordinary meeting of the Executive Committee:

- (a) receipt of reports on the activities of ILAR and its Executive Committee;
- (b) receipt of reports from each Regional League;
- (c) receipt and consideration of regular financial reports from the Secretary/Treasurer;
- (d) ratification or otherwise of all decisions taken by the Executive Committee and decision on the recommendations of the Executive Committee with regard to annual dues to be paid in ensuing years, and other matters;
- (e) consideration of applications for affiliation with international organizations;
- (f) receipt of a report from the Editor of the official Journal, Clinical Rheumatology; and

(g) review proposed projects and identify which of the projects will be funded that year.

4.5 Any action which is required by law or the Articles of Incorporation of ILAR or these Constitution and Bylaws to be taken at a meeting of the Executive Committee, or any other action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the members of the Executive Committee shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Executive Committee.

4.6 Any action which is required by law or the Articles of Incorporation of ILAR or these Constitution and Bylaws to be taken at a meeting of the Executive Committee may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the persons so participating.

ARTICLE 5 EXECUTIVE SECRETARY AND SECRETARY/TREASURER

5.1 The Executive Committee may appoint an Executive Secretary and such other staff as may be required and not otherwise provided for.

5.2 The Executive Secretary shall be responsible to the Executive Committee and may have the following obligations:

- (a) Attend all meetings of the Executive Committee, with the right to take part in the deliberations but without the right to vote;
- (b) Record the minutes of the proceedings of such meetings;
- (c) Manage the financial issues of ILAR.

5.3 The Executive Committee may appoint a Secretary/Treasurer, who may be the same individual as the Executive Secretary. The Secretary/Treasurer shall be responsible to the Executive Committee and will have the following obligations:

- (a) Shall have custody of all monies and other property and assets of ILAR. All assets of ILAR should be held in a stable internationally negotiable stable currency, e.g., United States Dollars or Euros;
- (b) In any questions of doubt or in cases of large expenditures exceeding \$5,000, this individual shall consult the Executive Committee;

(c) In managing investments made on behalf of ILAR and all other matters concerning the administration of investments, property, and other assets of ILAR, this individual shall be subject to the guidance of the Executive Committee;

(d) This individual shall be responsible for the keeping of accurate books of accounts of all transactions of ILAR and submit a report on the year's financial activities to the Executive Committee by mail not later than July 1. This report should include a statement of accounts, a balance sheet, and an attestation report from a certified public accountant that agreed upon procedures have been performed in order to determine the completeness and accuracy of receipts and expenses.

(e) This individual shall keep the minutes of meetings of the Executive Committee; shall see that all notices are given in accordance with applicable law, the Articles of Incorporation and these Bylaws and shall be custodian of the corporate records of ILAR.

ARTICLE 6 TASK FORCES AND COMMITTEES

6.1 The Executive Committee will consider relevant task forces and other initiatives that may address the objectives of ILAR, with a special focus on developing rheumatology on a worldwide basis. For such activities international committees may be formed based on chairs from relevant committees (or nominated representatives to replace committee chairs) of each of the five (5) member associations.

6.2 These committees may recruit members to strengthen the relevant activity. Each such committee must appoint a chair who presents a budget and a plan with milestones to the Executive Committee. The Executive Committee will be responsible for raising money to fund the projects that are approved. The focus should be on developing rheumatologic care and expertise in underdeveloped countries.

The following areas are considered of special relevance for such task forces:

- (a) Education
- (b) Epidemiology
- (c) International Clinical Studies
- (d) Pediatric Rheumatology

ARTICLE 7 FUNDS AND EXPENSES

7.1 Funds needed by ILAR shall be from several sources with interests compatible with those of ILAR. Funds may be augmented by income derived from investments, property, and trusts held in the name of ILAR.

7.2 ILAR shall be empowered to solicit and accept contributions or financial or other support from any individual or organization, providing that any initiative in this direction shall be taken only by a member of the Executive Committee of ILAR or by a nominee of the Executive Committee, and any action taken shall require ratification by the Executive Committee of ILAR without undue delay.

7.3 The financial year of ILAR shall be the calendar year.

7.4 The Executive Committee shall be empowered to regulate the detailed administration of the funds of ILAR, on the advice of the Secretary/Treasurer

7.5 The income and property of ILAR shall be applied solely towards the promotion of the objects of ILAR as set out in this Constitution and Bylaws, and no portion hereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to individual members of organizations affiliated with ILAR.

7.6 The Executive Committee will determine each year what funds are necessary for the identified projects and administrative functions. There will be a base fund contribution by all the Regional Leagues and the ACR each year, with additional funds acquired with partnerships or contributions from other organizations, or the Regional Leagues and ACR themselves.

7.7 All expenses incurred by members of the Executive Committee, servants, and other agents of ILAR shall require prior authorization, in principle, by the members of the Executive Committee to be eligible for reimbursement.

7.8 All officers, servants, and other agents of ILAR are expected to incur only modest expenses. Only with the prior permission of the ILAR Executive Committee will ILAR undertake reimbursement for travel at a rate greater than the tourist class air fare, or reimbursement for living expenses at a rate greater than the per diem allowance of the World Health Organization for temporary advisers.

ARTICLE 8 THE CONSTITUTION AND BYLAWS

8.1 The Executive Committee shall have the power to adopt Regulations concerning the affairs of ILAR and recommend changes in the Regulations for the conduct of the general affairs of ILAR, its officers and servants, and for the dispatch of the business of ILAR, but so that no such changes shall be in effect if and so far as they are inconsistent with or repugnant to the provisions of this Constitution and Bylaws.

8.2 Notice of any proposal to amend or alter this Constitution and Bylaws shall be sent to the Chairperson. The substance of any such proposal shall appear on the Agenda of said meeting in the form of a motion, and in such form it shall be circulated to all members of the Executive Committee at least three months before the said meeting. The precise wording of the motion to be discussed and considered need not be circulated until not less than 14 days before the meeting. On such ballot the motion shall be deemed to have been rejected unless approved by a majority of at least two thirds of the Executive Committee.

8.3 A motion to dissolve ILAR must be approved by the Executive Committee unanimously.

ARTICLE 9 AFFILIATIONS

9.1 The Representative(s) of ILAR to the headquarters of the World Health Organization in Geneva, Switzerland, shall be the Chairperson of ILAR and/or his/her designated alternate(s).

9.2 If at any time the Publications Committee shall recommend the establishment of or continuation of a periodical publication or journal, this recommendation shall require approval by the Executive Committee and the Executive Committee shall reserve to themselves the right to appoint an Editor and an Editorial Board; the Editorial Board shall thereafter function as a subcommittee of the Publications Committee.

9.3 No international clinical studies involving the name and support of ILAR shall be undertaken without prior approval of the Executive Committee.