

# **International Society for Quality of Life Research Bylaws**

## **Article 1. Name**

The name of this corporation shall be the International Society for Quality of Life Research (ISOQOL). ISOQOL is organized exclusively for educational and scientific purposes within the meaning of section 501© 3 of the Internal Revenue Code in the United States of America.

## **Article 2. Location**

ISOQOL is incorporated in the Commonwealth of Virginia and shall maintain a registered agent in such jurisdiction. The International Office may be maintained in such location as determined by the Board of Directors.

## **Article 3. Purposes**

ISOQOL is established to foster the scientific study of Quality of Life relevant to health and health care. ISOQOL promotes the rigorous investigation of health-related quality of life measurement from conceptualization to application and practice. ISOQOL fosters the worldwide exchange of information through: scientific publications, international conferences, educational outreach, and collaborative support for health related quality of life initiatives. Quality of life relevant to health and medical care is a central but not exclusive focus of the Society.

## **Article 4. Membership**

Membership in ISOQOL is open to all those throughout the world who subscribe to the purposes of the Society and who have an active interest in research, education, and the application and use of quality of life measures. Individuals who make application for membership and pay the annual dues may be designated members in good standing and shall be entitled to all privileges of membership and may vote, serve on committees, and hold office. The types of membership are:

Regular members are professionals in the field and individuals interested in supporting the purposes of the Society. The Board may offer Honorary Membership status with all the privileges afforded that status to a member who has made an extraordinary contribution to the field of Quality of Life research.

Special members are those individuals eligible for regular membership who have special standing by virtue of their status in training, are retired or reside in a developing nation. Special members shall enjoy all the privileges of regular membership and may be eligible for lower dues.

Institutional Members shall be such corporations, institutions, and other organizations which support the purposes of ISOQOL and which are ineligible for individual membership. The Board shall define the benefits of membership and the annual dues for Institutional Members.

The Board of Directors may establish such other membership categories as it deems appropriate, shall establish the benefits of membership and dues for each category, and may grant waivers for admission to membership categories as well as waivers for dues payments as it deems necessary.

#### **Article 5. Annual Business Meeting**

The Annual Business Meeting of the membership shall be held at a time and place determined by the Board, with at least 60 days advance notice being provided to the membership.

The agenda for the annual business meeting will include reports of the officers, committees, and such other business as may be presented for consideration by the members, including a report on the financial status of the Society, and the installation of new officers and board members.

A quorum shall consist of 25 members or 10% of the membership, whichever is less.

#### **Article 6. Board of Directors**

The governing body of the Society is the Board of Directors (Board) which shall be composed of the President, President-elect, Secretary, Treasurer, Immediate Past President, Executive Director (without vote) who shall serve as Officers and nine (9) at large members. The offices of Secretary and Treasurer may be combined and filled by one member at the discretion of the Board.

The Board shall be responsible for directing the efforts of the Society toward the fulfillment of its purposes and for the control and oversight of all operations, including programs and services as well as the finances. The Board shall establish and maintain a Policies and Procedures manual which shall govern the internal organization, operations, and timetable of the Society. The Board may engage an individual to serve as Executive Director who shall perform such duties as delegated and/or assigned by the Board.

The Board shall meet at least once annually at the time of the annual meeting and may meet at other times during the year as deemed necessary. In addition to such meetings, the Board may convene, conduct its business, and act on such matters electronically by conference call, and actions may be approved or ratified by mail or electronic ballot.

A majority of Board members shall constitute a quorum.

Any Board member who has an unexcused absence from two consecutive Board meetings shall be deemed to have resigned from office. The Board may waive this provision upon petition by this member.

In the unlikely event that an annual business meeting is not held, newly elected officers and members of the board shall take office at the time such meeting is customarily held in the fall.

Board members shall serve terms of three years, 3 elected each year, and may not succeed themselves. Vacancies among the Board may be filled by the remaining members of the Board for the current year until the next election.

## **Article 7. Officers**

**Executive Committee:** The officers shall constitute the Executive Committee which shall meet periodically to advise and assist the president and to oversee the operations of the Society. The Executive Committee may act on behalf of the Board in the interim of scheduled meetings and shall report to the Board any actions for ratification.

**President:** The President is the chief elected officer and shall preside at all meetings of the Board, Executive Committee and the Annual Business meeting of the Society. The President shall convene meeting of the Board and the Executive Committee.

The President with the approval of the Board shall appoint chairs and members to fill vacancies on standing committees and may appoint ad hoc committees for specific purposes approved by the Board. The President shall receive the report of committees at least annually and shall review with the Board the work of committees. The President shall serve as or appoint official spokesperson(s) for the Society as needed.

**President-elect:** The President-elect will assist the President as requested, shall chair meetings in the absence of the President and fulfill such other duties as requested, and will prepare for the duties and responsibilities of President. The President-elect will chair the Nominations Committee in the year in which there is no Immediate Past-President on the Executive Committee.

**Secretary:** The duties of this office include assuring that all necessary federal and state reports are filed, that Board and Executive Committee minutes are maintained, that annual dues notices are submitted to members, and that annual elections and bylaws amendments are submitted to the membership.

**Treasurer:** The duties of this office include a review of the quarterly financial reports and report to the Board. The Treasurer shall be responsible for the preparation of the annual budget and for making a recommendation to the Board regarding an outside CPA annual review/audit of the Society finances. The Treasurer may lead fundraising efforts or assist the President in the selection of a committee to engage in such activities.

Immediate Past President: The duties of this office are to assist the President as requested and to chair the Nominations Committee in the year in which there is an Immediate Past President on the Executive Committee.

Terms of Officers: The President shall be elected to serve a two-year term. The President-elect and Immediate Past President shall serve for a one-year term in each office. All terms begin at the time of the annual business meeting. The President-elect shall be elected every other year so that at any time there will be a President and either a President-elect or Immediate Past President serving on the Executive Committee. The Secretary and Treasurer (which may be combined into one office filled by one member) shall serve for a three-year term and may not succeed to a second term. If two individuals serve in these positions, their terms shall be staggered. In the event the office of President becomes vacant for any reason, the President-elect or Immediate Past President, whichever is currently on the Executive Committee, shall fill the unexpired term of President and then the term for which they were elected. In the event both the President and either the President-elect or Immediate Past President are unable to serve, the Treasurer shall fill the current unexpired term of President and the members shall elect both a new President and President-elect at the next election. In the event the Secretary or Treasurer position becomes vacant, the Board shall appoint a member to fill the unexpired term.

## **Article 8. Nominations and Elections**

The Board of Directors shall appoint a Nominations Committee of at least three members, one of whom shall be the Immediate Past President or, in the year in which there is no Immediate Past President on the Executive Committee, the President-elect, which shall have the responsibility for proposing candidates to fill vacancies on the Board annually. The Immediate Past President or, in the year in which there is no Immediate Past President on the Executive Committee, President-elect shall convene the committee and serve as its chair, and if unavailable the current President shall serve as chair. Nominations shall be solicited from the membership, a slate of nominees shall be presented to the membership, and a mail ballot will be distributed to members in accord with the policies and procedures. Newly elected Officers and Directors shall take office at the conclusion of the annual business meeting following elections.

## **Article 9. Amendments**

Proposed amendments to the bylaws, originating within the Board or within the general membership by petition with signatures from 10% of the membership or 25 members (whichever is less) and presented to the Board, shall be publicized to the membership at least 30 days prior to a vote. Reasons for the proposed amendments will be included in the materials and, if the amendments originated outside the Board, the recommendations of the Board will be published. A majority of those members voting by mail ballot shall determine the results.

## **Article 10. Indemnification**

The Society may, by resolution of the Board, provide for indemnification by the Society of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of the Society, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Last Amended August 2009**