



WORLD ALLERGY ORGANIZATION

APPROVED BYLAWS OF THE WORLD ALLERGY ORGANIZATION, INC.

Amended 9 December 2009 by official vote of the House of Delegates at the XXI World Allergy Congress, Buenos Aires, Argentina

ARTICLE I – NAME AND LOCATION.

- 1.1 Name.** The name of The Organization is “The World Allergy Organization, Inc.,” hereafter referred to as “The Organization.”
- 1.2 Location.** The principal office of The Organization is located in Milwaukee in the State of Wisconsin, United States of America.

ARTICLE II – INCORPORATION AND OFFICIAL LANGUAGE AND REGIONS.

- 2.1 Incorporation.** The incorporation of The Organization is in the State of Wisconsin.
- 2.2 Official Language.** English is the official language of The Organization.
- 2.3 Official WAO Regions.** Africa/Middle-East; Asia-Pacific; Europe; Latin America (Including Mexico); and North America

ARTICLE III – PURPOSE.

The purpose and mission of The Organization is to build a global alliance of allergy and clinical immunology societies to advance excellence in clinical care, research, education and training.

ARTICLE IV – MEMBERSHIP.

- 4.1 Types of Membership.** Membership of The Organization shall consist of five (5) categories:
- Member Society
 - Regional Organization Member
 - Affiliate Organization Member
 - Associate Member Society
 - Individual Members
- 4.2 Election of Member Societies, Regional Organization Members or Affiliate Organization Members.** Application and election to membership shall be by the following procedure:
- Formal application to the Secretary-General by the presiding Officer and Secretary of the applicant society. The application shall include the following:
 - Names of Officers and Board of Directors;
 - Complete listing of active members;
 - Copy of the current constitution and Bylaws with a translation, if needed, into English.
 - The Credentials Committee shall review the applications and present a report to the President, the Secretary-General and the Board of Directors of The Organization.
 - The Board of Directors shall ratify the list of eligible applications as presented by the Credentials Committee as provided in Section 7.4(a)(3).

- If the applicant society is considered eligible for election to membership, it will be subject to an affirmative vote of a simple majority of the House of Delegates (Section 9.6 and 9.8). The Secretary-General shall send a written notification of the outcome of the election to the applicant society.
- If a new applicant society is elected as a Member Society, it shall be given an Associate Member Society status for a term of two (2) years as described in Section 4.6(a).

4.3 Member Society.

- Eligibility.** Any national medical specialty society interested in allergy and/or clinical immunology of thirty (30) or more active members shall be eligible to apply for membership in The Organization as a Member Society. An active member of a Member Society shall be an Individual Member as described in Section 4.3(c).
 - Some countries have small populations and therefore, few allergists. Exceptions for membership as Member Societies can be made subject to approval of the Board of Directors and the House of Delegates. Such Member Societies shall have at least ten (10) members.
 - As of June 2005, unless approved as an exception by the Board of Directors, each country will be represented by one organization only. If countries have exceptional circumstances which can be justified to the Board of Directors, then a second society can be accepted to co-represent a country. Voting at the House of Delegates for a country with two organizations representing it will be proportional to the number of members of each society for whom dues are paid to the Organization averaged over a 2 year period. Approval to accept a second organization as representing a country will require a two-thirds (2/3) majority vote of the Board of Directors and a majority in the House of Delegates.
- Approved Member Societies.** Member Societies previously approved, prior to the adoption of these Bylaws, as active Member Societies, shall retain all rights and privileges thereof.
- Individual Members.** All active members of Member Societies shall be Individual Members of The Organization. The Member Society shall pay dues to The Organization on behalf of such Individual Members. Individual Members shall be members of Member Societies and shall not have the right to vote as such.
- Rights and Privileges.** The right to vote in the House of Delegates shall be held only by duly-constituted Delegates of the Member Societies as described in Section 9.3.

- (e) **Responsibilities of Member Societies.** All Member Societies shall submit an annual report called an "Annual Activity Report" to the Secretariat on the professional activities of the Member Society, including a complete list of Individual Members and list of Officers.

4.4 Regional Organization Member.

(a) Eligibility.

- (1) An organization with objectives compatible with Article III and which embraces Member Societies in a multination geographical area or a continent shall be eligible to apply for membership in The Organization as a Regional Organization Member.

(b) Rights and Privileges.

- (1) A Regional Organization Member shall have the right to maintain in the House of Delegates one (1) representative who must be an Individual Member of The Organization and who shall have a seat and a voice in the House of Delegates but shall not have the right to vote.
- (2) A Regional Organization Member shall be exempt from dues.

4.5 Affiliate Organization Member.

(a) Eligibility.

- (1) An organization with objectives compatible with Article III and which embraces a multination geographical area or a continent shall be eligible to apply for membership in The Organization as an Affiliate Organization Member.

(b) Rights and Privileges.

- (1) An Affiliate Organization Member shall have the right to maintain in the House of Delegates one (1) representative who must be an Individual Member of The Organization and who shall have a seat and a voice in the House of Delegates but shall not have the right to vote.
- (2) An Affiliate Organization Member shall be exempt from dues.

4.6 Associate Member Society.

- (a) All applicant Member Societies shall be admitted to the non-voting status of Associate Member Society for a term of two (2) years and have a seat but no voice as determined by the Credentials Committee before becoming eligible for status as a full voting Member Society. This shall permit the Credentials Committee to evaluate a new Member Society's professional activities by reviewing its Annual Activity Reports.
- (b) Any Member Society whose actual membership falls under ten (10) members shall revert to Associate Member Society until such society increases its membership to ten (10) or more active members. Its re-admission shall be subject to the procedures in Section 4.2.

4.7 Expulsion of a Member Society, Regional Organization Member or Affiliate Organization Member.

(a) Grounds for Expulsion.

- (1) **Failure to Send a Delegate to the House of Delegates.** A Member Society which fails to send a Delegate or an Alternate Delegate to, or to name a proxy for two (2) consecutive regular meetings of the House of Delegates, may be expelled from The Organization.

- (2) **Inimical Actions.** A Member Society, Regional Organization Member or Affiliate Organization Member may be expelled from membership in The Organization for any action considered inimical to the best interests of The Organization.

(b) Expulsion Procedure.

- (1) A written complaint filed with the Board of Directors by three (3) Member Societies.
 - (i) The Board of Directors may recommend expulsion of a Member Society for reasons not so defined in the Constitution by a two-thirds (2/3) majority of the Board of Directors subject to approval of two-thirds majority of the House of Delegates.
- (2) The Member Society, Regional Organization Member or Affiliate Organization Member shall be given the opportunity to defend itself in person or in writing before the Board of Directors who shall act as a trial board.
- (3) A two-thirds (2/3) majority vote of the House of Delegates shall be required for expulsion.

4.8 Re-Application to Membership. A Member Society, Regional Organization Member or Affiliate Organization Member which has been expelled from The Organization may apply for re-admission after at least two (2) years of being a non-member. Its re-admission shall be subject to the procedures in Section 4.2.

ARTICLE V – DUES.

5.1 Annual Dues and Assessments. The Board of Directors shall be responsible to propose to the House of Delegates the annual dues payable to The Organization by the Member Societies.

5.2 Payment of Dues. Each Member Society shall pay annual dues. Dues shall be payable in advance by the 1st day April of each fiscal year.

5.3 Nations with More than One Member Society. In nations with more than one (1) Member Society, only one (1) such Member Society shall pay dues to The Organization for such Individual Members. If Individual Members of Member Societies belong to more than one (1) such Member Society, it shall be the responsibility of the Member Societies to determine which Member Society shall pay dues for the Individual Member. The Member Society which pays such dues shall be permitted to count that Individual Member towards its allocation of Delegates in the House of Delegates as described in Section 9.3.

5.4 Default and Change of Membership Status. When a Member Society fails to pay its dues and/or submit Annual Activity Reports for four (4) consecutive years, its membership may thereupon, after proper notice, be reverted to an Associate Member Society, non-voting status.

5.5 Reinstatement of Membership Status. An Associate Member Society may apply for reinstatement of full voting Member Society status by paying past and current dues and submitting past and current Annual Activity Reports. Its re-admission shall be subject to procedures in Section 4.2.

ARTICLE VI – CONGRESSES.

- 6.1 Biennial Meetings.** The Organization shall hold regular scientific, educational, and business meetings to be called Congresses at intervals of two (2) years with a strong consideration to hold joint meetings with Regional Organizations whenever possible. The Board of Directors shall select the preferred regional area for the meeting, based on the defined regions in the Bylaws, for each Congress. Member Societies in this region will be requested to make proposals for said meeting; however, it will ultimately be up to the Board of Directors to nominate the Congress site finalists to present to the House of Delegates for the site of the meeting. The House of Delegates will have the right to select the final site.
- 6.2 Time, Place and Selection of Meetings.** The Board of Directors shall recommend to the House of Delegates the possible time and place of each Congress, and it shall be selected at least six (6) years in advance at the House of Delegates meetings.
- 6.3 Content of Meetings.** The biennial meeting shall consist of a scientific meeting, at which non-legal scientific business shall be transacted, and a business meeting, at which the legal business of The Organization shall be transacted.
- 6.4 Notice of Meetings.** Formal notice of The Organization's biennial meetings, which shall set forth the place, date, time and purpose of the meetings, shall be signed by the Secretary-General or President and mailed to each Individual Member of Member Societies to the last recorded address at least ninety (90) days prior to the first day of the meeting. Such notice shall also be published in The Organization's official journal.

ARTICLE VII – BOARD OF DIRECTORS.

- 7.1 Qualifications.** The property, affairs, activities, direction, and concerns of The Organization shall be vested in the Board of Directors. Any Individual Member shall be eligible to serve on the Board of Directors.
- 7.2 Number.** The Board of Directors shall consist of twenty (20) members: President, President-Elect, Secretary-General, Treasurer, Past-President, Historian and fourteen (14) Members-At-Large.
- 7.3 Terms.** The terms and positions of Officers and Directors, as described in the following table, shall commence on the first (1st) day of January in the year following their election and end on the thirty-first (31st) day of December in the years when the Biennial Meetings are held:

Terms	Office or Position Held
Two (2) years	President
Two (2) years	President-Elect
Two (2) years	Secretary-General
Two (2) years	Treasurer
Two (2) years	Past-President
Two (2) years	Historian
Four (4) years	Member-At-Large

- 7.4 Powers, Authorities and Responsibilities.** The powers, authorities and responsibilities of all Directors shall be identical except as otherwise described in section 7.4(b), (c), (d), (e) (f) (g) and Article VIII.

- (a) **Responsibilities of the Board of Directors.** The Board of Directors shall have the following responsibilities:
- (1) The Board of Directors shall nominate the following Officers: President-Elect, Secretary-General and Treasurer and the House of Delegates shall elect the Officers at its regular business meetings;

- (2) The Directors who are not also Delegates shall each have a seat and a voice in the House of Delegates, but shall not have the right to vote unless they are also a delegate. The President cannot be a delegate and can vote only if there is a tie;
- (3) The Board of Directors shall act on all applications for Member Society, Regional Organization Member or Affiliate Organization Member membership and submit the applications to the House of Delegates for ratification no later than ninety (90) days prior to the biennial meeting of the House of Delegates, during which such applicant societies shall be elected by the House of Delegates;
- (4) The Board of Directors shall have the right to send a representative to a Regional Organization Member's or Affiliate Organization Member's activities and meetings.

(b) **President.**

The President shall have the following responsibilities:

- (1) To preside over all meetings of the Officers of the Board of Directors, the Board of Directors, and the House of Delegates;
- (2) To have the right to vote in the event of a tie vote on any matter before the House of Delegates;
- (3) To be the Chairman of the Scientific Program Committee;
- (4) To be entitled to make appointments to committees and councils and to appoint chairpersons thereof, subject to approval by the Board.
- (5) To be entitled to make an appointment hereunder for a term which exceeds the President's term of office;
- (6) To communicate to The Organization and to the Board of Directors from time to time regarding such matters and make such recommendations as may in his or her opinion tend to promote the prosperity and welfare of The Organization, and shall perform such other responsibilities as are necessarily incident to the office of the President.

- (c) **President-Elect.** The President-Elect shall succeed to the President position after ratification by the House of Delegates at its regular business meeting. In case of death, disqualification, removal, resignation or absence of the President, or of his or her inability from any cause to act, the President-Elect shall perform the responsibilities of the office of President for the unexpired portion of the term.

- (d) **Secretary-General.** The Secretary-General shall have the following responsibilities:

- (1) To give notice of and attend all meetings of The Organization and keep records of the meetings of the Board of Directors and of the House of Delegates;
- (2) To conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed;
- (3) To keep a list of the Individual Members of The Organization and to collect the Annual Activity Reports from Member Societies;
- (4) To notify the Officers, Directors and Member Societies of their election;

- (5) To prepare, under the direction of the Board of Directors, an Annual Report of the activities of The Organization;
- (6) To review the credentials of Delegates at the House of Delegates meetings and to provide to each accredited Delegate a distinguishing badge required for admission to the business meetings;
- (7) To generally devote his or her best efforts to forwarding the business and advancing the interests of The Organization.

(e) **Treasurer.** The Treasurer shall have the following responsibilities:

- (1) To keep an account of all monies received and expended for the use of The Organization;
- (2) To deposit all sums received in a bank or banks, or Trust Company approved by the Board of Directors;
- (3) To render an Annual Report based on a professional audit to the Board of Directors, and every two (2) years to the House of Delegates;
- (4) At the expiration of his or her term of office, to deliver over to his or her successor all books, monies and other property held in his or her capacity as such.

(f) **Past-President.** The President of The Organization shall become the Past-President for one term immediately upon the expiration of his or her term as President. The Past-President shall be the Chairman of the Nominating Committee. The Past-President shall have a seat and a voice in the House of Delegates, but shall not have the right to vote.

(g) **Historian.** The Past-President of The Organization shall become the Historian for one term immediately upon the expiration of his or her term as Past-President.

7.5 Qualifications of Members-At-Large. The fourteen (14) Members-At-Large shall be Individual Members and shall, to the extent practicable, geographically represent: Europe (2), North America (2), Latin America (2), Asia-Pacific (2) and Africa/Middle-East region (1). In addition, five (5) Members-At-Large shall be nominated at the discretion of the Board of Directors.

7.6 Procedure for Nominating the Members-At-Large.

- (a) Every two (2) years the Nominating Committee shall select twelve (12) candidates: two (2) candidates for each of the following four regions and four (4) candidates for the discretionary positions. The positions to be filled are: one (1) for Europe, one (1) for North America, one (1) for South America, one (1) for Asia Pacific, and two (2) positions to be filled at the discretion of the Board of Directors.
- (b) Additionally, every four (4) years, the Nominating Committee shall select four (4) candidates: two (2) candidates to fill one (1) Member-At-Large position for the Africa/Middle East region and one (1) additional Member-At-Large position to be filled at the discretion of the Board of Directors.
- (c) Members-At-Large Positions to be filled at the discretion of the Board of Directors will be determined by vote of the Board of Directors by a process of elimination. All nominees will be voted upon for said position. As soon as there is a simple majority, a decision will be made. If there is not a simple majority win right away, then the one who receives the least number of votes will be eliminated. This process will be repeated until the election is decided. If there is a tie, which cannot be resolved by vote of the Board of Directors, the Executive Committee is empowered to break the tie.

- (d) The Board of Directors shall submit the nominations of Members-At-Large to the House of Delegates for election no later than ninety (90) days before the biennial meeting of the House of Delegates during which such nominees shall be elected by the House of Delegates.

7.7 Manner of Election. The Members-At-Large shall be elected by the Board of Directors and then ratified by the House of Delegates at its regular business meeting. Each shall be elected to serve a four-year term. A simple majority vote of the House of Delegates shall constitute a ratification of Members-At-Large.

7.8 Re-election of Members-At-Large. The Members- At-Large may be re-elected for an additional four year term only after being off the Board of Directors for a two-year interval. After serving two (2), four year terms, they shall not be re-elected to the Board of Directors. Officers shall not be eligible for re-election to the Board.

7.9 Removal, Resignation, Filling Vacancies. A member of the Board of Directors may be removed from office by the affirmative vote of the majority of the House of Delegates upon recommendation by a two-thirds (2/3) majority vote of the Board of Directors. A member of the Board of Directors may resign at any time by giving written notice of his or her resignation to the President. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Board of Directors accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

- (a) In the event of a vacancy in any office occurring on account of death, resignation, removal, disqualification or other reason, the President shall appoint a replacement subject to the approval of the Board of Directors and the vacant position shall be filled for the remainder of the unexpired term.
- (b) Any person filling an unexpired vacancy as provided herein shall be eligible as a candidate to be elected for such position upon the expiration of such term.

7.10 The Board of Directors' Annual Meetings. The Board of Directors shall meet in person at least once a year. During Congress years, the meeting may be scheduled at the time of the Congress prior to the meeting of the House of Delegates.

7.11 Special Meetings. Special meetings of the Board of Directors shall be held from time to time as the Directors deem necessary for the advancement and interest of The Organization.

7.12 Quorum. At any meeting of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of any business. Directors who are absent from any meeting of the Board of Directors shall not be entitled to vote.

ARTICLE VIII – OFFICERS.

8.1 Officers' Terms. The Officers of the Board of Directors of The Organization shall consist of: President, President-Elect, Secretary-General, Treasurer and Past-President. They shall be called the Officers of the Board of Directors. Terms of Officers are described in 7.3.

8.2 Powers, Authorities and Responsibilities. The Officers of The Organization shall conduct the day to day operations of The Organization. They shall have such powers and authority as may be conferred and such responsibilities as may be prescribed by the Board of Directors from time to time, including, without limitation, the powers, authority and responsibilities described in section 7.4(b), (c), (d), (e) and (f). The Officers shall act on behalf of the Board of Directors and shall execute and monitor directives of the Board of Directors. Additionally, the Officers may act on behalf of The Organization in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of the Officers' actions. If the Officers meet formally to conduct business of The Organization, three (3) Officers shall constitute a quorum for the transaction of business. The Officers shall be in all respects subject to the direction and control of the Board of Directors.

8.3 Nomination of Officers. The Board of Directors shall nominate the President-Elect, the Secretary-General, and the Treasurer. The President-Elect will be selected first, Secretary-General next, and the Treasurer last. Nominees are excused from participating in the discussion and from voting. Each officer position will be determined by a simple majority vote of the Board of Directors. In the case when no majority vote is cast for a candidate, there will be a process of elimination. The nominee who receives the least number of votes will be eliminated. This process will be repeated until the election is decided by one candidate receiving a majority vote. If there is a tie, which cannot be resolved by vote of the Board of Directors, the Executive Committee is empowered to break the tie.

- (a) **President-Elect.** Thereafter, the Secretary- General and Treasurer shall be the candidates for nomination for President-Elect for the next succeeding term. If the Secretary-General or the Treasurer are determined not to be qualified to serve or otherwise desire not to be considered for the nomination of President-Elect, the Board of Directors shall nominate a Member-At-Large in his or her place.
- (b) **Secretary-General.** The Treasurer, if not nominated President-Elect, and Members-At-Large who are currently on the Board of Directors are candidates for nomination for Secretary-General. All nominees will be voted upon for the said position. The nominee who receives a majority of the vote will be declared the winner. In the case when no majority vote is cast for a candidate, there will be a process of elimination. The nominee who receives the least number of votes will be eliminated. This process will be repeated until the election is decided by one candidate receiving a majority vote. If there is a tie, which cannot be resolved by vote of the Board of Directors, the Executive Committee is empowered to break the tie.
- (c) **Treasurer.** The Secretary-General, if not nominated President-Elect, and Members-At-Large who are currently on the Board of Directors are candidates for nomination for treasurer. The nominee who receives a majority of the vote will be declared the winner. In the case when no majority vote is cast for a candidate, there will be a process of elimination. The nominee who receives the least number of votes will be eliminated. This process will be repeated until the election is decided by one candidate receiving a majority vote. If there is a tie, which cannot be resolved by vote of the Board of Directors, the Executive Committee is empowered to break the tie.

8.4 Manner of Election. The Officers shall be elected by the Board of Directors and shall be ratified by the House of Delegates at its regular business meeting.

8.5 Re-election of Officers. An Officer may not serve for more than one (1) term in each office.

8.6 Meetings of Officers. The Officers shall meet through meetings or regular conference calls no less than eight (8) times per year.

ARTICLE IX – THE HOUSE OF DELEGATES.

9.1 Qualifications. Each Member Society shall have at least one (1) accredited Delegate and an Alternate Delegate assigned to the House of Delegates at all times.

- (a) **Vote in absence of a House of Delegates Meeting.** Under special circumstances, at the request of the Board of Directors and within 90 days notice, special votes can take place by written or electronic ballot by the House of Delegates using the same qualifications and voter requirements included under Article IX-The House of Delegates.

9.2 Number. The House of Delegates shall be composed of a Delegate or Delegates (Section 9.3) and Alternate Delegate(s) and the Board of Directors of The Organization.

9.3 Calculation of Number of Delegates for a Member Society. The number of Delegates representing Member Societies in the House of Delegates shall be computed using the average number of Individual Members for which dues were paid from the preceding and current year. Member Societies shall be entitled to the following number of Delegate(s):

Number of Individual Members	Number of Delegates
10-299	One (1) Delegate
300-999	Two (2) Delegates
1000 or more	Three (3) Delegates

Any nation shall be limited to a maximum of six (6) Delegates.

- (a) Member societies that have been in arrears for an extended period of time will not be expelled, if they pay the preceding and current year dues, and can be reinstated.

9.4 Manner of Election. The Delegates shall be elected or appointed by their respective Member Societies and may be reassigned to membership in the House of Delegates as long as their Member Society wishes. Each Member Society shall submit the name(s) of the Delegate(s) to the Board of Directors of The Organization not less than one hundred and twenty (120) days prior to the biennial meeting of the House of Delegates.

9.5 Filling of Vacancies. Each Member Society shall fill out any Delegate vacancy not less than sixty (60) days prior to the biennial meeting, or any special vote, of the House of Delegates

9.6 The House of Delegates Meeting. The House of Delegates shall hold its regular business meeting at the time and place of each Congress.

9.7 Responsibilities of the House of Delegates. The House of Delegates shall have the following responsibilities:

- (a) To elect Officers and Members-At-Large of the Board of Directors;
- (b) To elect new Member Societies, Regional Organization Members and Affiliate Organization Members;
- (c) To approve any amendments to the Bylaws;

- (d) To receive and review reports of Officers and committees;
- (e) To conduct such other business of The Organization as may be appropriate.

9.8 Quorum. Sixty percent (60%) of the duly constituted Delegates shall constitute a quorum for the transaction of the business of The Organization at regular meetings of the House of Delegates.

9.9 Voting Privileges. The right to vote in the House of Delegates shall be held only by the duly constituted Delegates. The President of The Organization shall have the right to vote in the event of a tie vote on any matter before the House of Delegates. The Alternate Delegate(s) shall have the right to vote in the House of Delegates only when the primary Delegate(s) are not present.

- (a) **Delegate(s) Not Present.** In the event that a Member Society is not represented by its Delegate(s) or Alternate Delegate(s) at a meeting of the House of Delegates, the Board of Directors of the Member Society or its President, together with its Secretary, may name another active member of the said society as the Alternate Delegate. Such Member Society shall submit the name of the Alternate Delegate to the Board of Directors of The Organization no less than sixty (60) days prior to the biennial meeting of the House of Delegates. Each Member Society shall be allowed to name an equal number of Alternate Delegate(s) as described in Section 9.3. Alternate Delegate(s) shall only be allowed to attend the House of Delegates meeting if the primary Delegate(s) are unable to attend.
- (b) **Proxies.** In the event that a Member Society is not represented in person at a meeting of the House of Delegates either by its Delegate or Alternate Delegate, it may submit a proxy in a letter signed by its President and Secretary to the Delegate of another Member Society to act and vote for it at a meeting of the House of Delegates. No Delegate shall hold more than one (1) vote by proxy in addition to his or her own vote.

9.10 Voting Requirements. Any matter to be decided by vote must have an affirmative vote of a simple majority of Delegates present in person or by proxy.

ARTICLE X – STANDING COMMITTEES.

10.1 Committees and Councils of the Board. Standing Committees shall be those, as provided in this Article X (current 10.2 – 10.9), that each President of the Board shall be required to maintain and which shall report directly to the Board. The President shall appoint and the Board of Directors shall approve members of the Standing Committees. Each committee of the Board shall consist of two (2) or more Directors and shall, unless otherwise provided by the Board of Directors, serve at the pleasure of the Board of Directors. Each committee of the Board shall fix its own rules governing the conduct of its activities and shall make such report of its activities to the Board of Directors as the Board may request.

10.2 Nominating Committee. Every two (2) years a Nominating Committee shall be selected at least twelve (12) months prior to each meeting of the House of Delegates.

- (a) **Number.** The Nominating Committee shall consist of fifteen (15) members. The Officers (President, President-Elect, Secretary-General, Treasurer and Past-President) shall be members of the Nominating Committee. The Past-President shall be the chair of the Nominating Committee. Ten (10) additional members who shall be Individual members of a Member Society shall be selected for the Nominating Committee, two (2) from Europe, two (2) from North America, two (2) from Latin America, two (2) from Asia-Pacific (every two (2) years) and two (2) from Africa/Middle-East (every four (4) years). All nominees will be voted upon for the said position and decided by a simple majority. If there is no simple majority, then the one who receives the least number of votes will be eliminated. This process will be repeated until the election is decided. If there is a tie, which cannot be resolved by vote of the Board of Directors, the Executive Committee is empowered to break the tie.
- (b) **Procedure for selecting the members of the Nominating Committee.** The ten (10) members of the Nominating Committee coming from the ranks of Individual Members shall be selected by both the Board of Directors and Members Societies and Affiliate Organizations.
 - (1) **The Board of Directors.** The Board of Directors shall appoint five (5) members; one (1) member from each of the following five (5) regions: Europe, North America, South America, Asia Pacific and Africa/Middle-East. The members from Europe, North America, South America and Asia Pacific shall be appointed every two (2) years. The member from Africa/Middle-East shall be appointed every four (4) years.
 - (2) **Member Societies and Affiliate Organizations.** Member Societies and Affiliate Organizations representing the five (5) geographic regions: Europe, North America, South America, Asia Pacific and Africa/Middle-East shall each nominate one (1) member every two (2) years, except Africa shall nominate a member every four (4) years.
 - (i) Qualifications to serve on the Nominating Committee are to be determined by the Member Societies and Affiliate Organizations from the five (5) regions subject to approval by the Board of Directors.
- (c) **Duties of the Nominating Committee:**
 - (1) The Nominating Committee shall select every two (2) years the nominees to fill the Member-At-Large positions.
 - (2) The Nominating Committee shall submit the Member-At-Large nominations to the House of Delegates for ratification no later than ninety (90) days before the meeting of the House of Delegates.
 - (3) Members of the Nominating Committee cannot be nominated to the Board of Directors.
- (d) **Meetings of the Nominating Committee.** The Nominating Committee shall meet through regular conference calls for discussing the selection and nomination of Members-At-Large or else they shall meet in person whenever possible.

10.3 Congress Organizing Committee for Joint Meetings. The Congress Organizing Committee shall be chaired by the WAO President, and include the WAO president-elect, co-Chairperson from the host Member Society country and three (3) other members selected by the Chairperson and co-Chairperson to represent geographical regions throughout the world. The Congress Organizing Committee will report on a regular basis to the Executive Committee.

- (a) **Duties of the Congress Organizing Committee.** The Congress Organizing Committee shall be responsible to organize and manage the operations of the Congress including the following duties:
- (1) To arrange for meeting and hotel accommodations;
 - (2) To recommend a local Professional Conventional Organizer to assist in the main management of the Congress conducted by the WAO Secretariat;
 - (3) To assist the Scientific Program Committee;
 - (4) To develop the social program in conjunction with the Member Society;
 - (5) To supervise the details of the meeting, including but not limited to:
 - (i) Funding raising
 - (ii) Expenditure
 - (iii) Speaker selection
 - (iv) Organizing the program
 - (v) Printing
 - (vi) Registration, exhibit, etc fee
 - (vii) Publications, such as promotional materials, printed / online program, abstracts, etc.
 - (6) Oversight of all Finances (income & expenditures);
 - (i) To provide the Board of Directors, within 6 months after the conclusion of the Congress, with a summary report, including the details of the meeting and all financial transactions, the initial complete financial accounting, and recommendations for next Congress
 - (ii) The Congress Organizing Committee will be in charge of recommending the complete the financial arrangements for the meeting, including contracts with major vendors and the PCO being used to help organize the meeting. All arrangements must be reviewed and approved by the Executive Committee and ultimately the Board of Directors.
 - (7) To deposit all sums received in a bank or banks;
 - (8) To make disbursements for the expenses of the Congress;
 - (9) To render a report, within one year from the conclusion of the Congress, to the Board of Directors of the receipts and expenditures based on a professional audit;
 - (10) To deliver to the Treasurer of The Organization any sums remaining after the expenses of the Congress have been paid.
- (b) **Financial Agreement.** The Congress Organizing Committee and the Board of Directors should reach an agreement in regard to sharing the profits. If such an agreement were to be reached, it would also be agreed that any loss would be similarly shared.

- (c) **Financial Agreement for Joint Meetings.** In the event of a joint meeting, the terms of a financial agreement shall be negotiated between The Organization and the Regional Organization.
- (d) **(d) Congress Organizing Committee.** The Congress Organizing Committee for Joint Meetings shall consist of the WAO President, WAO President-elect, the co-chairman (representing the host society) and at least three other members selected to represent the partners involved in the meeting and for geographical and political purposes. Each member of the Congress Organizing Committee will also be a member of the Scientific Program Committee for the Joint Meeting. The Congress Organizing Committee will collaborate with the Scientific Program Committee and will report on a regular basis to the WAO Executive Committee and Board of Directors. Duties: these should be the same in intent as Proposed for 10.4(a) but modified to the needs and particular agreement as per a Joint Meeting.

10.4 Scientific Program Committee. The Scientific Program Committee shall consist of the President who shall be the Chairman of the committee, the President-Elect, and at least three (3) other members of The Organization. The committee members shall be nominated by the President and approved by the Board of Directors.

- (a) **Duties of the Scientific Program Committee.** The committee shall be responsible for assembling the scientific program of the Congress.
- (b) **Scientific Program Committee for Joint Meetings.** In the event of a joint meeting, the terms of the Scientific Program Committee shall be negotiated between The Organization and the Regional Organization.

10.5 Audit and Finance Committee. The Audit and Finance Committee shall consist of seven (7) members including the President and the Treasurer. All committee members including the Chairman shall be nominated by the President and approved by the Board of Directors. The committee is responsible for monitoring the ongoing finances and investments of The Organization.

10.6 Editorial Committee. The editorial committee consists of six members including, the WAO President, who shall be Chairman of this committee. At least two (2) other committee members shall be appointed by the President, for his own term. These shall be members of the Board of Directors, one of whom should be the Chair of the Education Council if different from the WAO President at the time. The WAO President-elect will nominate the remaining three (3) members. The Editorial Committee shall be responsible for overseeing the success of the WAO Journal and the WAO Website.

10.7 Bylaws Committee. The Bylaws Committee shall consist of eight (8) members appointed by the President. The President shall appoint a Chairman and Vice-Chairman from among the eight (8) Committee members. The duties of the Bylaws Committee shall be to consider every proposal to amend the Bylaws; to draft such amendments so they shall agree with the general style of wording and with the provisions of the existing Bylaws; to prepare a statement as to the reason for and intent of the amendment, and to deliver this draft and statement with its recommendations to the Secretary-General and to the Board of Directors no less than one hundred eighty (180) days before the next meeting of the House of Delegates. The Secretary-General shall submit the amendment to the Delegates of the House of Delegates within ninety (90) days before the next meeting of the House of Delegates at which the vote has to be taken in the manner prescribed in Article XIV.

10.8 Credentials Committee. The Credentials Committee shall consist of five (5) members including the Chairman. The President shall appoint the Chairman and each member who shall geographically represent: Europe, North America, Latin America, Asia-Pacific and Africa/Middle-East. The duties of the Committee shall be to examine and report to the President, the Secretary-General and the Board of Directors that the applications for membership fulfill the purpose of the Organization in Article III; in addition to review that they fulfill the requirements in Section 4.1(1), (b), (c), (d); 4.2(a), (1,2,3,), 4.3(a), (b), (c), (d) and (e) and 4.4(a) (1).

10.9 Vacancies. The President shall have the power to fill any vacancy in any committee occurring during his or her term.

ARTICLE XI – INDEMNIFICATION.

The Organization shall, to the fullest extent authorized by Ch.181 of the Wisconsin Statutes, indemnify any Director or Officer of The Organization against reasonable expenses and against liability incurred as a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of The Organization. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled.

ARTICLE XII – DISSOLUTION.

Upon the dissolution of The Organization, the assets of The Organization remaining after payment of, or provision for, all liabilities or obligations of The Organization shall be distributed to Member Societies of The Organization as the Board of Directors may designate for scientific and educational purposes.

ARTICLE XIII – FISCAL YEAR.

The fiscal year of The Organization shall commence on the first (1st) day of January each year and end with the thirty-first (31st) day of December in such year.

ARTICLE XIV – AMENDMENTS.

These Bylaws may be amended, repealed or altered in whole or in part by an affirmative vote of a simple majority of the House of Delegates. Amendments may be submitted from any Member Society provided that the proposed amendment shall bear the signatures of at least five (5) Delegates and that the signed amendment shall be submitted through the Secretary-General to all Delegates at least ninety (90) days prior to the meeting at which the vote is to be taken, by notice mailed to each member of the House of Delegates to the last recorded address. Such voting notice shall also be published in The Organization's official journal.



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