

Constitution

International Alliance of Primary Immunodeficiency Societies, Inc. (IAPIDS)

ARTICLE I

Name and Definition

The Organization bears the name International Alliance of Primary Immunodeficiency Societies, Inc. It is a voluntary, non-profit organization of multi-professional Societies engaged with disorders of the immune system.

- 1.1 Name. This organization will be known as INTERNATIONAL ALLIANCE OF PRIMARY IMMUNODEFICIENCY SOCIETIES, INC. ("IAPIDS").
- 1.2 Principal Office. The principal office of IAPIDS shall be located at 555 East Wells Street, Suite 1100, Milwaukee, Wisconsin, 53202, or at such other place or places as the Executive Committee designates.
- 1.3 Registered Agent. IAPIDS shall maintain a registered agent as required by the Wisconsin Nonstock Corporation Law whose address may be, but need not be, identical with its principal office. The name and address of the registered agent may be changed in any manner described in Chapter 181 of the Wisconsin Statutes.
- 1.4 Records. The Executive Committee may keep the books of IAPIDS in such place or places as they may determine in accordance with Section 181.1601 of the Wisconsin Statutes.
- 1.5 Bylaws. This Constitution shall be considered IAPIDS's Bylaws for purposes of Chapter 181 of the Wisconsin Statutes.

ARTICLE II

Purposes and aims

2.1 Purposes. IAPIDS is organized exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose and mission of IAPIDS in furtherance of thereof include, but are not limited to, the advancement of the member professional societies in, and otherwise fostering and advancing, education of those engaged in the diagnosis, treatment and care of primary immunodeficiency ("PID") patients and disseminating and advancing the basic, translational and clinical science of PID and related knowledge, all for the purpose of advancing the well-being and care of patients affected by PID and related conditions. In this regard, IAPIDS's purpose and mission includes:

- a. Promoting, fostering, and advancing evidence-based teaching and training of clinical immunology professionals in all aspects of PID and related conditions through scientific journals and otherwise;
- b. Fostering collaboration to support all involved in the care of PID patients and clinical immunology professionals; and
- c. Fostering education, dissemination of knowledge, and promotion of best clinical practice as well as basic, translational, and clinical research in PID.

2.2 Powers. IAPIDS shall have and be permitted to exercise all powers, rights and privileges as are authorized by Chapter 181 of the Wisconsin Statutes and which are not inconsistent with its status under Section 501(c)(3) of the Code.

2.3 Funds. IAPIDS may seek gifts, contributions, donations, and bequests for the purposes of IAPIDS described herein and all funds received by IAPIDS shall be dedicated to and invested solely for such purposes. The Executive Committee may establish guidelines for the acceptance or refusal of gifts, contributions, donations, or bequests and the disbursement of funds by IAPIDS in such manner as may be consistent with the purposes of IAPIDS.

2.4 Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, IAPIDS shall make its services and activities available to the community that it serves regardless of race, color, creed, gender, sexual orientation, religion or national origin.

2.5 Prohibited Practices. No part of the net earnings of IAPIDS shall inure to the benefit of any private individual, except that IAPIDS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2.1 of this Constitutions.

ARTICLE III

Members

3.1 Membership. Membership in IAPIDS shall consist of the following national or regional not-for-profit professional societies the purposes of which are the education of those engaged in the diagnosis, treatment and care of PID: Asia-Pacific Society of Immunodeficiencies (“APSID”), African Society for Immunodeficiencies (“ASID”), the Clinical Immunology Society (“CIS”), European Society for Immunodeficiencies (“ESID”), the Latin American Society for Immunodeficiencies (“LASID) (sometimes collectively referred to herein as the “Founding Member Societies” and individually referred to as a “Founding Member Society”). Membership shall entitle each Founding Member Society to one vote on matters submitted to a vote of the members of IAPIDS. Membership in IAPIDS shall be a privilege, not a right.

3.2 Authority. IAPIDS may for all purposes rely on the actions and directives of the individual acting as President of a Founding Member Society (or such other authorized individual as such Founding Member Society shall designate in writing from time to time) as the act of such Founding Member Society and shall not be required to verify such individual’s authority as such.

ARTICLE IV

Executive Committee and Officers

4.1 Role, Powers and Responsibilities of Executive Committee. The Executive Committee shall have full responsibility for the management, direction, and control of the business, policies, and affairs of IAPIDS, subject only to the limitations set forth in these Articles of Incorporation, this Constitution, or by applicable law. In this regard, the Executive Committee shall carry out the role and functions of a board of directors for purposes of Chapter 181 of the Wisconsin Statutes. The Executive Committee shall, in its discretion, give due consideration to resolutions and other input of any national (whether inside or outside the United States) or regional nonprofit primary immunodeficiency (PID) association (a “non-member PIDS society”) which are designed to further the same or similar aims as of those of the IAPIDS or its Founding Member Societies, provided, however, the Executive Committee shall have sole discretion or control over its responsibilities as described herein. The Executive Committee’s functions shall include:

- a. Determining the policies of IAPIDS and, in connection therewith, giving due consideration, as appropriate, to actions and recommendations presented by

any such national or regional PID associations;

- b. Managing the IAPIDS journal(s), including but not limited to the appointment of the Editor(s)-in-Chief, editorial board, and all publishing functions including selection of the publisher and terms;
- c. Supervising the financial policy, receiving, scrutinizing and accepting the audited accounts, and, receiving and approving budgets of anticipated income and expenditure;
- d. Reporting on the year-end income and expenditures;
- e. Initiating change in policy or activity.

4.2 Composition of Executive Committee: The Executive Committee shall consist of up to 13 members, as follows:

- a. The President, President-Elect, Immediate Past President, Secretary, and Treasurer;
- b. Five (5) voting guest members, one of whom shall be appointed by each Founding Member Society, to wit: the APSID, the ASID, the CIS, the ESID, or the LASID; and
- c. Up to three (3) voting at-large members who shall be a member or officer in good standing of a PID society that is not one of the Founding Member Societies, to be appointed by the Executive Committee.

4.3 Officers The officers of the IAPIDS shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. The officers of the IAPIDS shall have the following powers and duties:

- a. President: The President shall be the presiding officer and chair all meetings of the Executive Committee. They shall appoint all chairs and committee members subject to the approval of the Executive Committee and they shall be an ex officio member of all committees.
- b. President-Elect: The President-Elect shall temporarily assume the duties of the President in the absence of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. In addition, the President-Elect shall carry out such duties in such capacity as the President or the Executive may from time to time determine.
- c. Immediate Past President: The Immediate Past President shall perform such duties as are customarily performed by the Immediate Past President of an Executive Committee, or as shall be prescribed by the Executive Committee and specified in Administrative Procedure Manual. For the first year, the position of the Immediate Past President shall be filled by an appointment by the ASID.
- d. Secretary: The Secretary shall perform such duties as are customarily performed by the Secretary of an Executive Committee, or as shall be prescribed by the Executive Committee and specified in the Administrative Procedure Manual. In the absence of the President and President-Elect at a meeting of the Executive Committee, the Secretary shall convene and preside at such meeting.
- e. Treasurer: The Treasurer shall perform such duties as are customarily performed by the Treasurer of an Executive Committee, or as shall be

prescribed by the Executive Committee (specified in Administrative Procedure Manual). The Treasurer shall be the custodian of the IAPIDS and keep full and accurate accounts, shall present financial statements, and shall prepare, sign, and file all reports to governmental authorities required by law or directed to be filed by the Executive Committee.

4.4 Voting Rights of Executive Committee Members. All members of the Executive Committee have the right to vote (each such member having one vote) on all issues before the Executive Committee.

4.5 Officer Appointments and Terms of Office of Officers and At-Large Executive Committee Members. Officers will be appointed from the leadership of the five Founding Member Societies by such Founding Member Societies on a rotating basis. The order of rotation for the appointment of President-Elect shall be:

1. CIS
2. APSID
3. ESID
4. LASID
5. ASID

The Secretary and the Treasurer shall be appointed on such rotating basis from the leadership of the five Founding Member Societies as they shall determine from time to time. The President shall be appointed to a one-year term, which shall not be renewable. The President-Elect shall be appointed to a one-year term, which shall not be renewable, after which the individual serving in such capacity shall automatically succeed to the office of President for a one-year term, which is not renewable. The Secretary and Treasurer and the at-large members of the Executive Committee shall be appointed to a one-year term, which shall be renewable for one additional one-year term. The Immediate Past President will serve a one-year term, which shall not be renewable.

4.6 Meetings. The Executive Committee shall convene at least one time per year. Additional special Meetings of the Executive Committee may be scheduled and convened at any time at the request of a member of the Executive Committee.

4.7 Notice of Executive Committee Meetings. The President or the Secretary-Treasurer shall give notice of each meeting of the Executive Committee, such notice at least seven (7) days before any such meeting to each Executive Committee member. Such meetings may be scheduled during any prior regularly scheduled meeting. Such notice may be waived by any Executive Committee member.

4.8 Quorum. At any meeting of the Executive Committee, a majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business at any such meeting. One of the President, President-Elect, or Immediate Past President must also be present.

4.9 Action Without a Meeting. The Executive Committee may take action without a meeting if written consent to the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

4.10 Meetings by Electronic Means of Communication. To the extent provided in this Constitution, the Executive Committee, or any committee thereof, may, in addition to conducting meetings in which each Executive Committee member participates in person, and notwithstanding any place set forth in the notice of the meeting or this Constitution, conduct any meeting by the use of any electronic means of

communication, provided

- a. all participating Executive Committee members may simultaneously hear each other during the meeting, or
- b. all communication during the meeting is immediately transmitted to each participating Executive Committee member, and each participating Executive Committee member is able to immediately send messages to all other participating Executive Committee members.

Before the commencement of any business at a meeting at which any Executive Committee members do not participate in person, all participating Executive Committee members shall be informed that a meeting is taking place at which official business may be transacted.

4.11 Resignation/Removal. Any Executive Committee member may resign at any time by delivering written notice of same to the President or Secretary. Any Executive Committee member may be removed from office by a two-thirds (2/3) vote of the Executive Committee. If a member of the Executive Committee is removed, they shall be replaced by the society that had appointed the original Executive Committee member. Failure of an Executive Committee member to participate in three (3) consecutive meetings of the Executive Committee shall, in the absence of extenuating circumstances as determined by the Executive Committee, be considered grounds for removal.

4.12 Vacancies.

- a. President. In the event of the President's death, resignation or removal while in office, the Society currently in rotation as President shall appoint the office of President for the remainder of such term.
- b. President-Elect. In the event of the President-Elect's death, resignation, or removal while in office, the Society currently in rotation as President-Elect shall appoint such vacancy as soon as practicable, the individual so elected to fill such vacancy to serve for the remainder of the term and thereafter succeed to the office of President as provided in this Constitution.
- c. Secretary and Treasurer. In the event of the Secretary and/or Treasurer's death, resignation or removal while in office, the Society currently in rotation as Secretary and Treasurer shall fill such vacancy by appointment as soon as practicable for the unexpired portion of such term.
- d. Immediate Past President. In the event of the Immediate Past President's death, resignation or removal while in office, the Society currently in rotation as Immediate Past President shall fill such vacancy, to serve in an at-large Executive Committee member position for the unexpired portion of such term.
- e. At-Large Executive Committee Member: In the event of an at-large Executive Committee member's death, resignation, or removal while in office, the Executive Committee shall fill such vacancy by appointment as soon as practicable for the unexpired portion of such term.

4.13 Duties of the Executive Committee: The duties of the Executive Committee described in Section 4.3, above, shall include, in addition to those responsibilities described at Section 4.1, above, the following:

- a. Consider and discuss relevant matters raised by Executive Committee;
- b. Consider and approve the budgets of IAPIDS;
- c. Review and approve changes in the Administrative Procedure Manuals;
- d. Prepare the agenda of meetings of the Executive Committee, with written notice of the time and place of such meetings;
- e. Review the Constitution when deemed necessary and advise on and confirm proposed changes;
- f. Perform such other duties as are prescribed in the Constitution or the Administrative Procedure Manual;
- g. Carry out the those duties normally charged to the board of directors of a Wisconsin nonstock corporation except as limited by the IAPIDS articles of incorporation or this Constitution; and
- h. Members of Executive Committee must be active on behalf of the IAPIDS, at least within their geographical region and often worldwide.

ARTICLE V

Committees

5.1 Ad Hoc Committees. The Executive Committee may appoint ad hoc committees, task forces, and study groups at its discretion. The Committee shall be comprised of individuals with expertise in the area to be studied. The Executive Committee shall determine the number of members and elect the chairman and other members. The duty and term shall be included with the announcement of the formation of such a committee. Any reports or recommendations by the Committee shall be submitted to the Executive Committee.

ARTICLE VI

Administrative Procedures Manuals

The Executive Committee shall determine and prescribe, with input from the Executive Committee as appropriate, procedural detail relative to any provision contained in this Constitution, which prescription shall be recorded in an "Administrative Procedure Manuals."

ARTICLE VII

Headquarters and Managing Agent

A Managing Agent shall be appointed the Executive Committee to manage and have general charge of the operations, activities, and affairs of IAPIDS, The Managing Agent shall have its headquarters and primary operations in the United States. The Managing Agent may sign in the name of or on behalf of IAPIDS any contract or agreement authorized by the Executive Committee and shall do and perform such additional duties as may be assigned by the Executive Committee and/or otherwise expressed in a management agreement, and/or otherwise expressed in a management agreement and/or such IAPIDS administrative procedures manual or other procedures as IAPIDS may establish from time to time.

ARTICLE VIII

Amendments of the Constitution

This Constitution may be amended, repealed, or altered in whole or in part by the affirmative vote of at least 4 of the 5 v Founding Member Societies. Proposed amendments may be submitted by any Executive Committee member or any other means permitted by Chapter 181 of the Wisconsin Statutes, any such proposed amendment to be delivered to the Secretary . The proposed amendment shall be included on the agenda of the meeting of the Executive Committee at which such action is to be taken at such meeting.

ARTICLE IX

Dissolution and Retraction of Membership

Upon dissolution of the IAPIDS for any reason, the Executive Committee shall, after paying or making provisions for the payment of the IAPIDS's liabilities, if any, distribute the IAPIDS's net assets, to one or more organizations then exempt under section 501(c)(3) of the Code as are engaged in activities substantially similar to those of the Corporation as are designated by the Board of Directors as determined by the Board of Directors of the Corporation, in such proportions as are determined by the Board of Directors of IAPIDS, provided said organizations are then described in section 170(b)(1)(A)(i) through (vi) of the Code and have been in existence and so described for a continuous period of at least sixty (60) calendar months. Notwithstanding any of the foregoing provisions of this Article, the distribution of any assets of IAPIDS in liquidation shall be made in accordance with Chapter 181 of the Wisconsin Statutes, including, without limitation, section 181.1405 and any such successor provision.

ARTICLE X

Indemnification

The IAPIDS shall, to the fullest extent authorized or allowed by Chapter 181 of the Wisconsin Statutes, indemnify any Executive Committee member, other committee member, officer, employee or agent of IAPIDS and their respective heirs and personal representatives, against any and all liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by any of them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, and against all expenses (including attorneys' fees and other experts' fees and disbursements) actually and reasonably incurred by any of them in connection with the defense or settlement of any action or suit by or in the right of IAPIDS or in connection with any appeal or otherwise; and no provision of this Constitution shall be construed as limiting, denying, prohibiting, or abrogating any of the general or specific powers or rights conferred under Chapter 181 of the Wisconsin Statutes upon IAPIDS to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to Chapter 181 of the Wisconsin Statutes or any other law now or hereafter in effect. Expenses so incurred by any persons in defending a civil or criminal action or proceeding shall likewise at their request be paid by the affiliate in advance of the final disposition of the action or proceeding to the full extent that advancement of expenses may be lawful under Chapter 181 of the Wisconsin Statutes. These indemnification rights shall not be deemed to exclude any other rights to which the Executive Committee member, other committee member, officer, employee or agent may otherwise be entitled. IAPIDS may, but shall not be required to, supplement such indemnification against such liability and expenses by the purchase of insurance on behalf of any such persons, whether or not IAPIDS would be obligated to indemnify such person under this Article.

ARTICLE XI

“Written” Consent Includes Electronic Means.

To the fullest extent provided under Section 181.0704(1m), Wis. Stats. or other applicable law, any communication, notice, petition or consent that is to be provided “in writing” or in “written” form may be transmitted or received by electronic means.

ARTICLE XII

Transition phase

The initial phase of IAPIDS started October 2016 in Barcelona when the Cooperative Leadership Agreement was announced by the five Founding Societies, Asia-Pacific Society of Immunodeficiencies (APSID), African Society for Immunodeficiencies (ASID), Clinical Immunology Society (CIS), European Society for Immunodeficiencies (ESID), and the Latin American Society for Immunodeficiencies (LASID) and it will last until the Constitution has been approved and signed by the Founding Societies. The transition phase will start when the initial Executive Committee is appointed by the Incorporator and the initial officers are appointed by the initial Executive Committee as part of the incorporation of IAPIDS and it will last until the Executive Committee is thereafter constituted in the manner provided in Section 4.2, above, and the officers are thereafter appointed in accordance with the procedure set forth in Section 4.5, above.

- a. Upon expiration of the transition phase, this Article XII shall be deemed removed from this Constitution without further corporate action and this Article XII may then be deleted from any subsequent versions or iterations of this Constitution.