

BYLAWS

INTERNATIONAL FEDERATION OF PIGMENT CELL SOCIETIES

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Preamble:

The International Federation of Pigment Cell Societies is an organization composed of societies which are specifically dedicated to the study of and investigation of pigment cells and pigmentation.

In organizing the International Federation of Pigment Cell Societies, the member societies and their fellows recognize that a specialized discipline like pigmentation requires significant international co-operation to facilitate and enhance research on, and dissemination of information related to, all aspects of pigment cells. By membership in this International Federation, societies make a special commitment to accomplishment of the goals of the Federation and thereby ensure success of themselves and their members.

ARTICLE I GENERAL ORGANIZATION

1.1 NAME - The name of the organization shall be the International Federation of Pigment Cell Societies, hereinafter called "the Federation".

1.2 PURPOSES - The purposes of the Federation shall include, but are not limited to:

(A) To foster and enhance internationally the study of and research on the broad topic of normal or abnormal pigment cells and pigmentation in humans and other animals;

(B) To foster scientific collaboration, co-operation and communication between member societies which are dedicated to research on pigment cells or pigmentation;

(C) To establish the guidelines or mechanisms for interaction of the member societies;

(D) To organize and sponsor a triennial international meeting for member societies;

(E) To honor for outstanding contributions to research on pigment cells one or more scientists who will receive the Myron Gordon award at the triennial meeting;

(F) To provide a mechanism for the selection of a scientist who has made recent and significant advances in pigment cell research, who will present the Seiji lecture at the triennial meeting;

(G) To address and/or resolve those issues and problems which are of international concern or which transcend national or regional boundaries;

(H) To provide consultation and information to groups, nations or international bodies regarding all aspects of pigmentation, pigment cells, tanning and related topics;

(I) To encourage the dissemination of knowledge and the results of new investigations related to pigment cells or pigmentation by the establishment, sponsorship and support for the publication of books, bulletins, newsletters, journals, reports or other means of dispersion, spread or broadcast;

(J) To foster collaboration and co-operation with other bodies with compatible aims and objectives.

1.3 OFFICES - The principal office of the Federation shall be located with the President or as designated by the Council.

ARTICLE II MEMBERSHIP

2.1 MEMBERS - The members of the Federation will be either national, regional or international societies dedicated to pigment cell research.

(A) Charter Member Societies - The three charter societies or founding members of the Federation are the European Society for Pigment Cell Research, the Japanese Society for Pigment Cell Research, and the PanAmerican Society for Pigment Cell Research.

(B) Other Member Societies - Other pigment cell societies shall be eligible for membership by application and written acceptance as outlined within these Bylaws.

(C) Requirement for Membership - Each society shall be composed of 50 or more members dedicated to research on pigment cells or pigmentation or its disorders. Each member society will have written Bylaws. A copy of the Bylaws, rules and regulations, and amendments of all member societies shall be filed with the President of the Federation. Written copies of amendments or changes in Bylaws or

rules and regulations of each society shall be submitted to the President of the Federation within four months of approval by that society's membership. The Bylaws, rules and regulations and amendments of each member society shall be consistent with the aims and objectives of the Federation.

(D) Application for Membership - A society for pigment cell research seeking to become a member of the Federation shall make a written request to the President of the Federation, which shall include the submission of the Bylaws, rules and regulations and amendments, and a list of elected officers. Membership of the Federation is dependent upon approval by the majority of the Council of the Federation. The Council shall vote by direct or written ballot within one year after receipt of the required documents by the President or at the next triennial meeting of the Federation, whichever is sooner.

(E) Affiliation - Societies expressing interest in joining the Federation but which are unable to fulfil the necessary criteria may apply for affiliation. Affiliation may be granted by a majority vote of Council. Affiliation entitles a society to appoint one non-voting observer to the Council of the Federation. Affiliation is granted on a 3-year basis subject to renewal.

(F) Notification of Membership - The President shall notify the applicant society of the outcome of the application within 30 days of the vote of the Council or at the triennial meeting, whichever is sooner. If approved, that society shall become an equal and active member immediately upon majority vote of the Council.

(G) Cancellation of Membership - The Council may cancel the membership of any society by unanimous vote of all council members except those represented by the offending society. Dismissal shall be considered the most serious penalty imposed only on a society for continued failure to contribute or participate in the activities of the Federation, failure to follow the Bylaws of the Federation, or other repeated grievous offences. Dismissal shall be effective from September 1 following the vote.

2.2 RIGHTS OF MEMBERS -

(A) Representation on the Council - Each member society shall have an equal number of representatives on the Council of the Federation.

(B) Triennial Meeting - Each member society shall be eligible to host the triennial meeting. The triennial meeting will be held in a location and manner equitable to each member society. The mechanism of rotation will be determined by the Council. Each society will make every effort to encourage its members to participate in the triennial meeting.

(C) Dues - The amount of dues will be determined by the Council. The currency of exchange in which dues must be paid will be determined by the Council. The dues for each member society will be determined by the total number of members of that society. The Secretary or Treasurer of each member society will submit to the Secretary or Treasurer of the Federation by September 1 of each year the names of its members and the dues owed by that member society. If dues are unpaid by November 1 of each year, that member society shall cease to be in good standing and lose its right and privileges. Societies will be reinstated to membership by full payment of dues owed.

ARTICLE III MEETINGS

3.1 SCIENTIFIC MEETINGS - The member societies shall meet every three years. The time and place will be fixed by the Council and designated in the call to the meeting. The meeting shall provide opportunities for fellows and guests to participate in scientific exchange.

3.2 NOTIFICATION - Notification of the triennial meeting, its place, dates and other information shall be distributed to each member society at least 12 months prior to the meeting.

3.3 SPECIAL MEETINGS - Special meetings of the Federation for scientific interchange may be called by the President with the majority approval of the Council. The time, place and agenda of the special meeting will be presented to member societies at least six months prior to the meeting.

ARTICLE IV COUNCIL OF FEDERATION

4.1 COUNCIL - The business affairs of the Federation will be conducted by a Council consistent with the purpose of enhancing scientific collegiality and may exercise all such powers of the Federation and do all such lawful acts as are not excluded by statute or by articles of incorporation or by these Bylaws.

4.2 MEMBERS OF THE COUNCIL - Each member society shall appoint to the Council of the Federation three delegates which shall be the President, the Secretary or the Treasurer, and one other member of that society. Deputies may attend meetings of the Council by prior arrangement. In the event of a vacancy or inability of a member to serve, the society represented by that individual shall elect or appoint a successor as determined by the Bylaws of that society.

4.3 POWERS AND DUTIES OF THE COUNCIL - The Council shall exercise the general management and business of the Federation and its finances. The Council shall have, but not be limited to, the following powers:

- (A) To elect from members of the Council a President of the Council who will serve for three years.
- (B) To elect from members of the Council a Vice-President who will serve for three years.
- (C) To elect a Secretary-Treasurer of the Council who will serve for three years.
- (D) To appoint the Chairman and to designate the location of the tri-annual meeting.
- (E) To assist the member society and the Chairman hosting the tri-annual meeting to ensure a successful scientific program and a satisfactory financial outcome.
- (F) To make appointments and to enter into contracts for the publication and dissemination of information on pigment cells, pigmentation or related topics.
- (G) To apply for grants and secure donations for specific projects consistent with the purposes of the Federation.
- (H) To appoint and delegate powers and duties to such committees as it shall from time to time see fit to deal with matters related to the purposes of the Federation.
- (I) To authorize expenditure of Federation funds.
- (J) To approve an annual statement of account of the Federation's finances by a mechanism deemed appropriate.
- (K) To establish a mechanism for selection of the Myron Gordon Awardee.
- (L) To establish a mechanism to designate the scientist to give the Seiji lecture at the triennial meeting.

4.4 MEETINGS OF THE COUNCIL - The Council will hold an annual meeting, preferably coincident with a meeting of a member society.

4.5 ACTION IN WRITING - Any action that may be taken by the Council may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed before and after such action by 2/3 voting members of the Council.

4.6 EXECUTIVE COMMITTEE OF THE COUNCIL - The Council may empower an Executive Committee to conduct the business of the Federation between its meetings. The Executive Committee of the Council shall be composed of members of the Council and shall include the President of the Federation and

an equal number of representatives of Council members from each member society. In the transaction of all business each member of the Executive Committee of the Council shall have only one vote.

ARTICLE V OFFICERS

5.1 OFFICERS OF THE FEDERATION - The officers of the Federation shall be the President, Vice-President, Secretary, and Treasurer, all of whom shall serve without compensation but who may be reimbursed for out-of-pocket expenses. The officers and their terms of office shall be appropriate to accomplish the goals of the Federation, including assistance to the appointed Chair and the member society who will conduct and host the next triennial meeting.

5.2 TENURE - The tenure of the office of each elected officer will be three years and will begin on the last day of a triennial meeting and continue to the termination of the next regular triennial meeting. Special meetings will not alter the tenure of the office of any officer.

5.3 ELECTIONS - The President and Vice-President of the Federation shall be elected by the Council. The Council will determine a mechanism for the nomination of candidates for election by the Council.

5.4 DUTIES -

5.4.1 President -

(A) The President shall be the principal officer of the Federation and shall preside at all meetings of the Council. The President shall perform all duties incident to the office of President and such other duties as may be delegated by the Council. He or she shall appoint and charge, subject to approval of the Council, the chair and members of all committees established by the Council.

(B) The President will make available as appropriate the resources of the Federation which might assist the Chairman and the President of the host society in preparation for the triennial meeting. Expenditure for these purposes shall be approved by a majority vote of the Council.

5.4.2 Vice-President - The Vice-President shall assist the President in the discharge of his or her duties and will deputize for the President as necessary in chairing meetings of Council.

5.4.3 Secretary - The Secretary shall attend all meetings of the Council and shall record all of the proceedings of regular or special meetings of the Council in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to

be given, notice of all meetings of the Council. The Secretary shall perform other duties as prescribed by the Council or the President.

5.4.4 Treasurer -

(A) The duties of the Treasurer may be carried out by the Secretary with majority approval of the Council.

(B) The Treasurer shall have custody of the Federation's funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Federation and shall deposit all moneys and other valuable effects in the name and to the credit of the Federation in such depositories as may be designated by the Council.

(C) The Treasurer shall disburse the funds of the Federation as may be ordered by The Council, taking proper vouchers for such disbursements, and shall render to The Council once a year before the end of the fiscal year, or when the Council so requires, an account of all the transactions regarding the financial position of the Federation.

5.4.5 Chair of the Triennial Conference - The Chair of the next triennial meeting or his/her designee will inform the Council about matters relating to the meeting and seek their advice and assistance to ensure success of the scientific meeting.

ARTICLE VI PUBLICATIONS

6.1 PUBLICATIONS COMMITTEE - The Council shall appoint a Committee with responsibility for all matters relating to publications by the Federation.

6.2 EDITOR -

(A) The Council shall appoint an editor of any publication sponsored by the Federation. The appointment shall be for a period of five years. The editor may be removed from this position by unanimous vote of the Council. The Council shall provide in writing to the deposed editor a written explanation for the dismissal.

(B) The editor shall be required to attend meetings of the Council whenever matters concerning the publications of the Federation are on the agenda.

6.3 DUTIES OF EDITOR - The duties of an editor will include:

(A) The appointment of members of an editorial board who will assist in all editorial duties related to the review of manuscripts and all transactions related to publication.

(B) Notification to the Publications Committee expenditure of funds related to publication costs including the expenses incurred by the editorial office, and to receive written approval for their disbursement.

(C) Annual preparation and presentation to the Publications Committee of the Council of a complete budget and financial accounting of the funds relating to the publication.

(D) To establish a set of written editorial policies which shall be approved by the Publications Committee. The editor, with the assistance of the Editorial Board, shall be solely responsible for the enforcement of such policies related to all aspects of publication.

(E) To present to the Council a written report on the editorial activities of any publication sponsored by the Federation.

ARTICLE VII FISCAL YEAR

The fiscal year of the Federation will end on August 31.

ARTICLE VIII AMENDMENTS

Amendments may be approved at any meeting of the Council, the notice of which contains a statement of proposed alteration or amendment. Council may alter, amend or repeal these Bylaws or any subsequent Bylaws or adopt new Bylaws by an affirmative vote of two thirds of the Council.

ARTICLE IX BOOKS AND RECORDS

The Council of the Federation shall cause to be kept:

(A) Records of all proceedings of members and Council members, and committees having any of the authority of the Council; and

(B) Such other records and books of account as shall be necessary and appropriate to the conduct of the Federation's business.

ARTICLE X INSPECTION OF BOOKS

The Council shall make appropriate arrangement for the regular inspection and verification of the records of the Federation.

ARTICLE XI INDEMNIFICATION

The Federation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, arbitration, administrative or investigative, whether or not by or in the right of Federation, by reason of such person's being, or having been a Council member, officer, member of a committee, employee, or agent of the Federation, against expenses, including without limitation, attorney's fees and disbursements, judgements, fines, penalties, excise taxes assessed against the person with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding to the fullest extent allowable pursuant to, and in accordance with, the provisions of the applicable law as amended from time to time; and provided that in the event of the said law being amended to increase or expand the permitted indemnification of persons provided for therein, the Federation shall be deemed to have adopted such amendment as of its effective date, and provided that such indemnification shall be limited by other applicable law.

ARTICLE XII DEFINITIONS AND USAGE

Singular, Plural; Masculine, Feminine, and Neuter. Whenever the context of these Bylaws requires, the plural shall be read to include the singular, and vice versa; and words of the masculine gender shall refer to the feminine gender, and vice versa; and words of the neuter gender shall refer to any gender.

ARTICLE XIII DISSOLUTION

In the event of dissolution of the Federation, the assets will be distributed equally to each member organization, or if none, to the American, European and Japanese Societies for Investigative Dermatology

Last change made February 14, 2007

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