



# International Regulatory Peptide Society Incorporated

## Bylaws

Adopted: February 20, 2023

### Preamble:

1. The International Regulatory Peptide Society (IRPS) is a scientific society that has existed formally since 2007 as a French National Association (*Société Internationale des Peptides Régulateurs*, created in Toulouse, 2007–08-29, Waldec/RNA: ID W313007062, [www.journal-officiel.gouv.fr](http://www.journal-officiel.gouv.fr)), and was incorporated as a Mexican National non-profit civil association in Mexico City, CDMX, February 2019 (*Sociedad Internacional de Peptidos Reguladores, A. C.*, with Mexican *Registro Federal de Contribuyentes (RFC)* IPR190225MT6).

2. The IRPS is a member of the International Brain Research Organization (IBRO) and an affiliate member-society of the International Neuroendocrine Federation (INF), the International Union of Basic and Clinical Pharmacology (IUPHAR) and the International Union of Physiological Sciences (IUPS).

3. The IRPS adopted the *Journal of Neuroendocrinology* (Wiley, ISSN:1365-2826, © British Society for Neuroendocrinology) as its official journal in March 2020.

4. At its General Assembly in August 2022, the Society agreed to U.S. incorporation under the auspices of the current Executive Committee. The purpose of U.S. incorporation is to allow wider international participation in the day-to-day conduct of the Society's business, and better opportunities to raise funds to further its international endeavors for progress in regulatory peptide science and education.

5. The IRPS welcomes participation from all scientists, regardless of race, country of origin, age, gender, sexual orientation, able bodiness, or socioeconomic background. The Society will foster diversity in leadership and programming and strive for an inclusive environment in all IRPS-sponsored events.

6. The Bylaws seek to codify the following mode of organization:

- The members of the Society elect a Council to represent their interests.
- The Council appoints an Executive Body (hereafter referred to as the Executive) to act on its behalf for the day-to-day running of the Society and to oversee the planning, organization and conduct of the RegPep meeting.
- The Executive reports to the Council, who will be responsible for offering advice to the Executive, defining its remit beyond activities named below, and ultimately for approving all its actions.

- The Council will also be responsible for other activities that lie outside the remit of the Executive.
- The Council and Executive report to the members at General Assembly meetings.
- The Board of Trustees is independent of both the Council and the Executive, and is the ‘Supreme Court’ that adjudicates on ethical issues that may arise, on conflicts of interests, on disputes between the Council and Executive, and which ensures that actions of the Executive and Council are consistent with the Bylaws. It is anticipated that such issues will arise only rarely.

Article I  
Name

The name of the Corporation shall be the International Regulatory Peptide Society, hereinafter referred to as the IRPS.

Article II  
Address

2.1 The principal office of the corporation shall be located in 4302 Kentbury Dr. Bethesda, 20814, MD, with the Resident Agent address of the Society being 5000 Thayer Center STE C Oakland MD 21550.

2.2. The IRPS address of Mexican incorporation as a National Nonprofit Civil Association (*Asociación Civil no lucrativa*) is the Building of Scientific Societies, Mexican Academy of Science, Carretera Federal Mexico- Cuernavaca km 23.5, Sn Andrés Totoltepec, Tlalpan, C.P. 14400, CDMX, Mexico.

2.3. Additional offices may be added as necessary.

Article III  
Purpose and Objectives

The purpose of the IRPS shall be scientific and educational for public benefit. To promote these ends, the IRPS will:

3.1 organize a Biennial International Symposium on Regulatory Peptides (referred to as “RegPep” hereafter).

3.2. promote education in systems biology and translational medicine relevant to the field of regulatory peptides;

3.3. inform the general public and public health stakeholders of the results and implications of recent research in the field;

3.4 promote other activities that will contribute to a better understanding of the importance of regulatory peptides and the deployment of knowledge about them for public health purposes.

#### Article IV Powers

The IRPS has the power to take actions which are aimed at furthering its objectives, which include:

4.1 receiving membership dues and registration fees for academic events organized by the IRPS;

4.2 receiving donations from public funding agencies, other professional societies and private companies and individuals;

4.3 buying, taking on lease or in exchange, hiring or otherwise acquiring any property and maintaining and equipping it for use of the IRPS.

4.4 employing and remunerating staff and professional fund-managers if necessary for carrying out the work of the IRPS;

4.5 transferring funds to other non-profit organizations and paying services for profitable companies in order to further the IRPS's objectives.

#### Article V Membership

5.1 **Definition:** Membership in the Society is open to any person interested in the study of regulatory peptides and related scientific subjects in their research, teaching and/or clinical pursuits.

5.2 **Categories:** The IRPS membership shall consist of four classes of members: Regular, Student, Distinguished and Affiliate.

5.2.1 **Regular Members (RM):** who shall be individuals with an advanced degree (Ph.D., M.D. Pharm.D., D.V.M. or equivalent) and an active interest in research, teaching and clinical practice relating to regulatory peptide biology, including physiology, pathophysiology, therapeutics and drug discovery. Those with special certification or intermediate, such as master's, degrees, and/or a considerable interest and experience in the field, may be eligible for RM on the recommendation of a current member. Continuous membership for fifteen years or last decade of professional employment shall be sufficient for honorary continued membership without payment of dues upon professional retirement.

5.2.2 **Student Members (SM):** who shall be individuals enrolled in programs at degree-granting institutions of higher education.

5.2.3 **Distinguished Members (DM):** who shall be individuals whose contributions to the regulatory peptide field and/or to the IRPS are judged significant by the Council. New distinguished members shall be nominated by ten members and a letter of acceptance from the nominee to the Council is required. Nominations for DM can be approved by Council majority vote at any time.

5.2.4 **Affiliate Members (AM):** will be individuals, institutions, companies or organizations that share the objectives and interests of the IRPS.

5.3 **Membership rights:**

5.3.1 full voting rights, the right to stand for election to the Council (RM & DM), and the right to contribute to decisions that concern the Society through the General Assembly;

5.3.2 the right to apply for funding from the Society to organize workshops or satellite meetings for RegPep (RM & DM);

5.3.3 such other rights as the Council decides are appropriate.

5.4 **Dues:** Council shall set annual dues. Distinguished members will not be billed for annual dues.

5.5 **Duty of members:** It is the duty of each member to exercise his or her powers as a member of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society.

5.6 **Termination of membership:** Membership in the Society comes to an end if:

5.6.1 the member dies;

5.6.2 the member sends a notice of resignation to the Society;

5.6.3 any sum of money owed by the member to the Society is not paid in full within twelve months of its falling due;

5.6.4 the Council decides that it is in the best interests of the Society that the member in question should be removed from membership, and passes a resolution to that effect, subject to the right of appeal to the Board of Trustees.

Article VI

Duration

The IRPS is established for an unlimited period of time.

Article VII

General Assembly

7.1 **Definition.** The General Assembly of the IRPS is the supreme organ of the Society. It consists of members of the Society. The General Assembly elects a Council to act on its behalf, but it retains the responsibility to approve any proposed modifications of the Bylaws, and any motion to dissolve the Society.

7.2 **Meeting.** The General Assembly holds its meeting approximately every two years, during the RegPep or under extraordinary circumstances by virtual conference.

7.3 **Agenda.** The General Assembly is convened by the Council with prior notice to all members, sent electronically at least fifteen days in advance, together with the provisional meeting agenda. The membership is invited to present motions within the first seven days to be added the final agenda. At RegPep, the Executive shall report on activities of the association, the budget and financial report of the previous RegPep fundraising and the annual accounts. The financial report, previously endorsed by the Council, shall be presented to the General Assembly for approval, subject to audit by auditor(s) appointed by the General Assembly.

7.4 **Vote.** Motions presented to the General Assembly for its approval by will be decided by a simple majority vote of members present in the Assembly. For any matter that the President may deem too consequential to be decided by the number of members present in the Assembly, he/she may call for an electronic vote by the entire membership within the next fifteen days. Any such electronic vote shall be organized by the Council.

7.5 **Minutes.** Minutes of the General Assembly are taken by the Secretary, amended and signed by the President and the Treasurer of the Society, and circulated to all members within fifteen days after completion of all votes.

## Article VIII

### Council

8.1 **Definition.** The Society's affairs shall be coordinated through a membership elected Governing Council that shall serve the General Assembly by defining and advancing the mission of the Society.

8.2 **Composition and vote.** The council consists of up to 12 elected Councilors, any additional co-opted members, and the Executive of the Society. In case of tied votes, the President shall vote to break the tie.

8.3 **Faculty of the Council.** The elected Council shall be responsible for maintaining all functions of the Society. To do so, they will appoint an Executive to act on its behalf (Article IX). The Council will determine the remit of the Executive and will oversee its activities. The Council will retain responsibility for reviewing the appointment/ratification of the Executive; recommending modifications of the Bylaws for approval by the Board of Trustees (Article X) and thereafter to the General Assembly; for organizing the elections of the incoming Councilors; and for organizing any electronic votes of a General Assembly.

8.4 **Subcommittees.** The Council may establish subcommittees to fulfil specific tasks that contribute to the objectives of the Society which fall outside the remit of the Executive.

8.5 **Meetings.** The Council shall meet in-person during each RegPep World Conference to review the Executive reports before the General Assembly. Council may also meet at other times and places (including videoconferences) as is deemed necessary.

8.6 **Chair of the meeting.** The council meetings between the two RegPep conferences shall be convened by the President, either on his/her initiative or at the request of three members of the Council. The non-executive councilor holding the highest seniority, defined as being elected in the previous council election obtaining the highest number of votes, shall coordinate the election of a Chair for these meetings. The Chair must be a Councilor, and not a member of the Executive. The agenda of each meeting, time and place shall be set at least seven days in advance.

8.7 **Council and Board of Trustees joint meeting.** A council meeting can also be requested by three or more Councilors when in disagreement with the Executive. The request should be made to the Chair of the Board of Trustees, who shall convene the Council and Board of Trustees joint meeting.

8.9 **Quorum.** A quorum of Council shall consist of at least half of the total number of Council members serving.

8.10 **Election of Councilors.** Councilors are required to be Regular or Distinguished Members of the Society in good standing (defined as having been a member of the Society for at least one year and having attended at least one RegPep meeting). Councilors shall be elected for a four-year term. Six Councilors shall be elected biennially by a ballot of the General Assembly organized by the previous Council. In the case of tied votes, the previous Council shall break the tie by voting within the Council.

8.11 **Resignation of Councilors.** A Councilor who does not promptly and fully engage in RegPep and Council activities by at minimum responding to calls for discussion and endorsement of resolutions within 30 days will be deemed non-responsive to their duties and to have offered their resignation to the Council.

## Article IX

### The Executive Body of the Society

9.1 **The Executive Body.** The Council will appoint an Executive comprising a President, Secretary, and Treasurer, all of whom must be active members in good standing, defined as having been a member of the Society for at least one year and have been attending at least one RegPep meeting, at the time of their appointment and during the terms of their office. The mechanisms of appointment, the remits and the terms of office of the Executive will be determined by the Council.

9.2 **The remit of the President** will include responsibility for: a) leading the execution of projects of the Society in accordance with Article III, especially overseeing the management and organization of the RegPep meeting; b) calling the council meetings in between the two RegPep World

Conference; c) representing the Society before affiliated international organizations; d) elaborating grant applications for support of RegPep and other Society activities; e) signing legal documents on behalf of the Society with the consent of the Council and the Board of Trustees; f) presenting and co-signing all the Society's biennial activity, and financial and fiscal reports together with the Secretary and the Treasurer; g) reporting all relevant actions and proposals for action to the Council for their advice and approval; h) co-administering the Society's bank account together with the Treasurer. In the case of unavailability of the President the Council shall establish a mechanism for appointing an acting President.

9.3 **The remit of the Secretary** will include responsibilities for: a) keeping the records of the Society and issuing notices of meetings, nominations of officers, and other business of the Society; b) preparing and distributing minutes of Council meetings as well as regular and extraordinary meetings of the General Assembly..

9.4 **The Treasurer** shall keep the society's bank account, together with the President, create and maintain records of membership, and see that all moneys due the Society are collected and deposited in the name of the Society. The Treasurer shall pay all bills authorized by the Council when certified by the President and shall keep full records thereof. He or she shall report upon the state of funds as required by the Society. The Treasurer will be responsible for all filings required for the continued existence of the Society as a nonprofit corporation, including yearly federal and state tax filings. The accounts of the Treasurer shall be audited by a committee of three members.

## Article X

### The Board of Trustees

10.1 **Role and Responsibilities.** The Board of Trustees is the Fiduciary of the Society and is responsible for ensuring that the Council and the Executive act ethically and responsibly in the best interests of the members of the Society and in a manner consistent with the Bylaws. Its remit shall include:

- a) approving any proposed changes to the bylaws before they are submitted to the General Assembly;
- b) adjudicating on any potential conflict of interest that is conveyed to them (Article XII);
- c) resolving, at the request of the Council, any dispute that may arise between officers of the Society;
- d) establishing fiscal policy, including budget authorization and oversight;
- e) recruiting and evaluating candidates for the Board of Trustees when vacancies arise.

10.2 **Number and Composition.** The number of Trustees shall be not fewer than five. The Board of Trustees shall initially be composed of the President, the past President, and a representative of the Council as ex-officio (non-voting) members, and up to four 'enduring' members nominated by the initial Board of Directors names in the Articles of Incorporation and approved by the General Assembly. The enduring members shall continue as members of the Board for a maximum of eight years, subject to their remaining active in the affairs of the Board and the Society.

10.3 **Meetings.** The Board will receive for information minutes of all meetings of the Council and of the Executive Body. Meetings of the Board may be held at any time upon call of its Chair, elected internally, or any two of the Trustees.

10.4. **Powers.** The Board of Trustees shall have the authority, in *extremis*, to act as required to ensure the continuance of the Society. In particular, it shall have the power to dismiss the Executive Body or any of its members, and to dissolve the Council and call a General Assembly to elect a new Council. Any such sanctions must be approved unanimously by the enduring members of the Board.

#### Article XI Central Fund

11.1 A Central Fund will be created composed of membership and registration fees, and grants provided by public institutions, sponsor companies and any other sources permitted by law.

11.2 The fund must be strictly used to fulfill the purpose of the Society as defined in Article III "Purpose and Objectives".

11.3 The Society's bank account shall be jointly co-administered by the President and the Treasurer.

11.4 No payment from the Central Fund shall be made to any academic member of the Society as stipend, except for the reimbursement of expenditure incurred on behalf of the IRPS and approved by the Executive, or by the Board of Trustees in the case of reimbursement of members of the Executive.

11.5. No loans or debts should be acquired by the Executive in the name of the Society.

#### Article XII Conflict of Interest

12. 1 **Purpose:** The purpose of this article is to protect the interests of the Society when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Society.

12.2 **Definitions:**

"Officer": any Member of the Council or of the Executive Body or any other Member of the Society who is charged by the Council with conducting any part of its business.

"Interest": any interest of an officer, or any relative or business associate of an officer, in any transaction or arrangement that is being considered or entered into by the Society.

"Relative" means any person who is related to an officer as a spouse, domestic partner, parent, child, grandparent, grandchild, brother, sister, aunt, uncle, niece, nephew, or first cousin.



"Business associate" means any person or organization with which an officer, or any relative of an officer, has a business or financial relationship.

**12.3 *Disclosure:***

Every officer of the Society shall disclose any interest that the officer, or any relative or business associate of the officer, has in any transaction or arrangement that is being considered or entered into by the Society. The disclosure shall be made in writing and shall be filed with the Secretary before the Society enters into the transaction or arrangement. . The Secretary will notify the Board of Trustees of any such disclosure within seven days. The disclosure shall include a description of the transaction or arrangement, the interest of the officer or relative or business associate, and any benefit that the officer or relative or business associate expects to receive from the transaction or arrangement.

**12.4 *Approval:***

No transaction or arrangement in which an officer, or any relative or business associate of an officer, has an interest shall be entered into by the organization unless the transaction or arrangement is approved by the Board of Trustees (Article X). The Board of Trustees shall approve the transaction or arrangement only after it has determined that the transaction or arrangement is in the best interests of the Society and that the officer or relative or business associate will not receive any excess benefit from the transaction or arrangement.

**12.5 *Violations:***

Any officer who violates this policy shall be subject to disciplinary action, as determined by the Board of Trustees. Any officer who violates this policy shall also be liable to the Society for any damages that the Society may incur as a result of the violation.

**12.6 *Annual Review:***

This policy shall be reviewed annually by the Board of Trustees and any necessary changes shall be made to ensure that the policy continues to protect the interests of the Society.

Article XIII

Dissolution

The IRPS may be dissolved by resolution of two-thirds of the General Assembly, if that resolution is endorsed by the Board of Trustees. In the event of the dissolution of the Corporation, the Board of the Trustees is responsible for the liquidation of any assets, and the distribution of remaining funds for future use exclusively for the same goals as those defined in Article III of the current Bylaws, under the direction of a duly appointed Liquidator.

Article XIV

Amendments

Amendments to the Bylaws may be proposed by a simple majority of Council, or by a written proposal signed by no less than five percent (5%) of the voting membership. Proposed

amendments must be approved by the Board of Trustees before submission to the General Assembly. Amendments shall then be approved by a simple majority of votes cast by the voting membership of the upcoming General Assembly of the Society.