

International Regulatory Peptide Society (IRPS)

Statutes

(Revised and approved on March-27-2026, by the IRPS General Assembly)

Preamble

1. The International Regulatory Peptide Society (IRPS) is an international membership organization and the only international society focused on regulatory peptides in systems biology. IRPS is legally and fiscally incorporated as nonprofit organizations in multiple jurisdictions: in Toulouse, France (2007-08-29), as "*Société Internationale des Peptides Régulateurs*" (Waldec/RNA ID W313007062); in Mexico City, Mexico (2019-02-15), as "*Sociedad Internacional de Péptidos Reguladores*", A.C. (RFC IPR190225MT6, *Servicio de Administración Tributaria, Secretaría de Hacienda*); and in the State of Maryland, USA (2023-01-24), as a nonprofit corporation "*International Regulatory Peptide Society Incorporated*" (ID D23648181, Maryland Department of Assessments and Taxation).
2. The IRPS is a member society of the International Brain Research Organization (IBRO) and is affiliated with the International Union of Basic and Clinical Pharmacology (IUPHAR), the International Union of Physiological Sciences (IUPS), and the International Neuroendocrine Federation (INF).
3. The IRPS has adopted the Journal of Neuroendocrinology (JNE) as its official journal since March 2020.

Article I: Name

The name of the Society shall be the International Regulatory Peptide Society (IRPS, hereafter referred to as the "Society").

Article II: Address

The Society shall be based at the Building of Scientific Societies, Mexican Academy of Sciences, Carretera Federal México–Cuernavaca km 23.5, San Andrés Totoltepec, Tlalpan, C.P. 14400, Ciudad de México, Mexico. Additional offices may be established as necessary.

Article III: Purpose and Objectives

The purposes of the Society are exclusively scientific, educational, and charitable, in accordance with applicable nonprofit law. In furtherance of these purposes, the Society may:

- (a) organize a biennial meeting entitled ‘International Symposium on Regulatory Peptides’ (hereafter referred to as “RegPep”) at various international locations, to advance scientific research in regulatory peptides in systems biology and translational medicine;
- (b) promote international education, scholarly exchange, and collegiality;
- (c) encourage early-career participation, mentoring, and collaboration; and
- (d) preserve the Society’s independence from commercial or political influence.

Article IV: Powers

The Society shall have the power to take actions as necessary or appropriate to further its purposes and objectives. In particular, the Society shall have the authority to:

- (a) receive membership dues and registration fees for academic events organized by the Society;
- (b) receive donations, grants, and other contributions from public funding agencies, professional societies, and private sources;
- (c) purchase, lease, exchange, hire, or otherwise acquire, hold, maintain, and equip real or personal property for use in furtherance of the Society’s purposes;
- (d) employ and remunerate staff as necessary for the administration and management of the Society’s affairs;
- (e) engage professional fund managers or other financial service providers, as necessary;
- (f) transfer funds or make grants to other nonprofit organizations, provided that such transfers are consistent with the Society’s purposes and applicable law; and

(g) publish, disseminate, and archive scientific and educational materials arising from Society activities, including conference proceedings, under a Society publishing imprint, and to apply for and hold ISBNs and other publication identifiers as required by law.

Article V: Membership

(a) 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.

(b) Categories: The IRPS membership shall consist of four classes of members: Regular, Student, Distinguished, and Affiliate.

1. Regular Members (RM): individuals with an advanced degree (Ph.D., M.D., Pharm.D., D.V.M., or equivalent) and an active interest in research, teaching, and/or clinical practice relating to regulatory peptide biology, including physiology, pathophysiology, therapeutics, and drug discovery.

2. Student Members (SM): individuals enrolled in programs at degree-granting institutions of higher education.

3. Distinguished Members (DM): 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 (10) members, and a letter of acceptance from the nominee to the Council is required. Nominations for DM will be approved during the General Assembly by majority vote.

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

(c) Membership rights:

1. Full voting rights and the right to stand for election to office (RM and DM).
2. The right to apply for funding from the Society's funds or resources (RM, DM, and SM).
3. Such other rights as the Council of Trustees (Article VIII) decides are appropriate.

(d) Dues: The Council of Trustees (Article VIII) shall set annual dues. Distinguished Members will not be billed for annual dues.

(e) Duty of members: It is the duty of each member to exercise their powers as a member of the Society in good faith and in a manner most likely to further the purposes of the Society.

(f) Termination of membership: Membership in the Society comes to an end if:

1. the member dies;
2. the member sends a notice of resignation from the Society to the Council of Trustees (Article VIII);
3. any sum of money owed by the member to the Society is not paid in full within twenty-four (24) months of its falling due; or
4. the Council of Trustees (Article VIII) 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 General Assembly.

Article VI: General Assembly

(a) Definition: The General Assembly (GA) of the IRPS is the supreme governing body of the Society and consists of all members of the Society. The General Assembly elects a Council of Trustees (Article VIII) to act on its behalf; however, it retains ultimate authority to approve constitutional matters of the Society. The General Assembly shall decide on matters including, but not limited to: the election of Councilors (Article VIII); the election of executive Officers (Article VII); approval of the proposal (leadership, venue, and timing) for the next RegPep meeting; amendments to the Statutes; cooperation with other associations and societies; dissolution of the Society; and any other business falling within the scope of the Society.

(b) Meeting: The General Assembly shall normally meet in person approximately every two years, during the Biennial International Symposium on Regulatory Peptide (RegPep). At the beginning of each General Assembly, the members shall elect an Acting GA President, who shall preside over the Assembly and coordinate discussion following the Executive's report and proposals.

(c) Quorum and types of Assembly:

1. Ordinary General Assembly: An Ordinary General Assembly is constituted when more than seventy-five percent (75%) of the Regular and Distinguished Members are present at the time the meeting is convened.

2. Extraordinary General Assembly: If the quorum specified in Article VI(c)(1) is not met within ten (10) minutes of the scheduled starting time, the Assembly shall automatically convert to an Extraordinary General Assembly. An Extraordinary General Assembly may validly conduct the business of an Ordinary General Assembly with the number of members present, provided that such procedure is agreed upon by the Council.

3. Virtual General Assembly: Under extraordinary circumstances, the General Assembly may be convened by virtual means. A Virtual General Assembly shall be convened by the President (Article VII) with prior notice to all members, which must be given at least seven (7) days in advance. For votes on constitutional matters, the virtual voting period may remain open for up to seven (7) days.

(d) Decisions and voting: Decisions of the General Assembly shall be made by a simple majority of members participating in the vote, unless otherwise specified in these Statutes.

For matters that the President deems to be of exceptional importance and insufficiently represented by the number of members present at the Assembly, the President may call a non-binding straw poll, to be followed by a binding electronic vote of the entire membership within fifteen (15) days.

(e) Minutes: Minutes of the General Assembly shall be prepared in writing by the Secretary General and signed by the President and the Treasurer of the Society (Article VII). The approved minutes shall be circulated to all members and approved during the following General Assembly.

Article VII: Executive Body

(a) Definition: The Executive Body (hereafter referred to as the "Executive") constitutes the leadership of the Society and is responsible for principal decision-making in this membership-driven, volunteer-run association.

The Executive shall consist of the President, the Secretary General, and the Treasurer. Deputy officers may be appointed by the Council as necessary.

(b) Election: The Council of Trustees (Article VIII) shall nominate candidates for each Executive office, preferably at least two candidates per office, and submit such nominations to the General Assembly for election by electronic vote. Officers shall be inaugurated during the General Assembly held in conjunction with each RegPep meeting.

(c) Functions:

1. President: The President is the moral and intellectual leader of the Society, represents the Society internationally, presides over meetings of the General Assembly and the Council of Trustees (Article III), and provides strategic direction for the well-being and development of the IRPS.

2. Secretary General: The Secretary General coordinates the day-to-day activities of the Society, oversees the implementation of decisions of the Executive and Council, convenes, and coordinates the work of committees, and serves as the principal liaison with the Council of Trustees (Article VIII).

3. Treasurer: The Treasurer manages the Society's financial affairs in coordination with the *Ex Officio* Trustees corresponding to each legal incorporation, ensures proper management of nonprofit bank accounts, maintains financial and membership records, reports annually to the Council and the General Assembly, and co-signs financial transactions in accordance with applicable law and internal policies.

(d) Ex officio candidacy for President: The individual or institutional representative leading the successful bid to organize the next RegPep meeting during the General Assembly, shall be nominated as an official candidate for the office of President or Deputy President in the subsequent election cycle, subject to their consent and eligibility under these Statutes.

e) If elected, all Executive officers become members of the Council of Trustees (Art. VIII) for the duration of their term. All outgoing Executive officers are invited to serve another term as *ex officio* members of the Council of Trustees, thereby ensuring continuity and institutional memory.

Article VIII: Council of Trustees

(a) Definition: The affairs of the Society shall be coordinated through a Council of Trustees, which serves the General Assembly by defining, supporting, and carrying out the mission of the Society.

The Council of Trustees shall consist of: (1) up to twelve (12) elected Trustees, serving staggered four-year terms; (2) members of the Executive Body (*ex officio*); and (3) *Ex Officio* Trustees, as defined in Article IX.

(b) Election of Trustees: the *Ex Officio* Trustees (Article IX) shall ensure the election of up to six (6) Trustees every two years:

1. Candidates for elected Trustee positions shall be nominated by at least two members in good standing, one of whom is either a current Council of Trustees Member or a Distinguished Member.
2. The current Council of Trustees shall review and evaluate each nomination, may interview nominated individuals, and shall endorse nominations in order to confirm nominees as official candidates.
3. Any current Council of Trustees member who is a nominee or candidate in an election shall be excluded from all current Council of Trustees discussions, evaluations, interviews, endorsements, and decisions related to that election.
3. The IRPS Secretariat comprising the Executive Body and any duly appointed deputies shall coordinate and administer the election process together with the *Ex Officio* Trustees, in accordance with commonly accepted governance practices and established IRPS tradition.

(c) Functions: The Council of Trustees shall advise the Executive Body, nominate candidates for Executive offices (preferably more than one per office), and oversee RegPep meetings.

(d) Committees: The Council of Trustees shall establish committees and appoint corresponding Secretaries, including, but not limited to:

1. Finance Committee (with the elected Treasurer serving as Secretary);
2. RegPep Program Committee (with the President and the Local Chair serving as Co-Secretaries);
3. Honors and Membership Committee;

4. Communications and Website Committee; and
5. Publications Committee.

*Members of the Society in good standing are encouraged to volunteer for committee service where vacancies exist.

(e) Meetings: The Council of Trustees shall meet at least quarterly. Meetings shall be convened and chaired by the President. The Secretary General shall prepare the agenda in consultation with the President and the Council of Trustees.

(f) Resignation of Trustees: A member of the Council of Trustees who does not promptly and fully engage in RegPep and the activities of the Council of Trustees, including responding to calls for discussion and endorsement of resolutions within thirty (30) days, may be deemed non-responsive to their duties and considered to have tendered their resignation, subject to confirmation by the Council of Trustees.

**Transitory: The former "Enduring Trustees" are formally incorporated into the Council of Trustees with a four-year tenure beginning on the effective date of this modification.*

Article IX: Ex Officio Trustees

(a) Definition: *Ex Officio* Trustees are the legal representatives of the Society's incorporations. Their tenure lasts until dissolution of the corresponding incorporation.

(b) Responsibilities: *Ex Officio* Trustees shall:

1. ensure legal compliance and fiscal filings;
2. safeguard bank account health in coordination with the Treasurer;
3. guarantee the feasibility and continuity of the next RegPep meeting; and
4. ensure that periodic elections take place.

Article X: Central Fund

IRPS funds derive from membership dues, RegPep meeting registration fees, sponsorships, project grants and private donation. IRPS does not maintain routine income and operates through the altruistic work of the Executive and *Ex Officio* Trustees.

No loans or debts may be incurred.

Accounts are co-administered by the *Ex Officio* Trustees corresponding to each incorporation and the Treasurer and Past Treasurer (where applicable).

Reports are presented to the Council of Trustees and the General Assembly biennially.

Article XI: Conflict of Interest

(a) Purpose: The purpose of this article is to ensure the integrity of IRPS decisions and to maintain compliance with nonprofit regulations. Although all officers serve as unpaid volunteers, situations may arise where personal or professional interests overlap with Society business.

(b) Definition: A conflict of interest exists when any officer of IRPS or their immediate family member, could receive a direct financial or personal benefit from a transaction or arrangement involving the Society.

(c) Disclosure: Any officer of IRPS who recognizes a potential conflict must disclose it promptly and in writing to the Secretary General. Such disclosure will be shared with the Council of Trustees.

(d) Approval: No transaction in which an officer has a conflict may proceed unless the Council of Trustees determines that:

1. the transaction is in the best interest of IRPS;
2. it is fair and reasonable under the circumstances;

(e) Violations: Failure to disclose a conflict may result in review and corrective action determined by the Council of Trustees.

(f) Annual review: This policy shall be reviewed annually by the Council of Trustees to ensure continued compliance with nonprofit law and protection of the Society's interests.

Article XII: Amendments

(a) Amendments may be proposed by the Council of Trustees or by at least five percent (5%) of the membership.

(b) Amendments are adopted by a simple majority vote of the General Assembly, unless otherwise specified in these Statutes.

Article XIII: Dissolution

(a) Dissolution requires a two-thirds ($2/3$) vote of the General Assembly.

(b) The Council of Trustees (especially the *Ex Officio* Trustees) shall act as custodians for the liquidation of assets, in accordance with applicable nonprofit law.