

*International Joint Policy Committee of the Societies of  
Epidemiology (IJPC-SE)*

# Founding Bylaws

—approved on May 13 2014 and ratified on November 19 2014—

**Article I: Name; Purpose; Management; Meetings; Transparency; Formal Written Communications**

*Section 1. Name:* The name of this organization is the International Joint Policy Committee of the Societies of Epidemiology (IJPC-SE). The IJPC-SE shall be composed of appointed or elected representatives from member societies. These member societies consist of national or international epidemiological, health policy, and public health not-for-profit societies, organizations or associations, or such sections within professional not-for-profit societies whose work is concerned with epidemiology and are formally empowered to represent their respective parent organization (hereinafter referred to as ‘societies’).

*Section 2. Purpose:* The IJPC-SE operates at the nexus between research and policy. Its mission is to ensure the impartial application of epidemiology and epidemiologic evidence to health policy creation and implementation under the umbrella of international member societies and health policy forums. Its goal is to inform health policy and related areas of endeavor by coordinating inter-professional society activities that are related to research and practice, as well as in evidence-based policy application, creation, and implementation.

The specific activities of the IJPC-SE may include, but are not confined to, promoting the proper use of epidemiology to inform policy through a transparent process of developing epidemiological evidence-based policy recommendation, creation, and implementation; developing and disseminating joint policy statements; commenting on epistemological-related issues of the day; supporting sessions and presentations at member-society conferences; and sending letters to governmental agencies and other organizations such as the US Congress, the National Institutes of Health (NIH), the Centers for Disease Control and Prevention (CDC), the World Health Organization (WHO), the International Agency for Research on Cancer (IARC), the European Union, and like entities at the local, national and international levels. The purpose of these activities is to bring to the attention of other epidemiologists, other scientists, public health professionals, medical doctors, policy-makers, and other stakeholders, the IJPC-SE’s position on any matter relating to health and policy, as well as to share information on any other matter related to the sound practice and application of epidemiology to inform policy in the public interest.

One role of the IJPC-SE is to work to reduce widening health disparities and build health equity, both locally and globally. With a core value of epidemiology being to protect

public health in general, especially the health of the most vulnerable people in society, the mission statements of virtually every school of public health, department of epidemiology, or public health agency aspire to improve human health and promote wellness. The IJPC-SE shares these aspirations; we recognize that transparency is a critical element in the process of ensuring that the best available evidence informs policies designed to advance “health for all.” These Founding Bylaws thus address relevant aspects of transparency (see **Article I**, *Section 2*, *Section 5*; **Article II**, *Section 10*; **Article III**, *Section 9*, *Section 10*; and **Article V**).

*Section 3. Organizational Structure:* The IJPC-SE is organized as a Board that is managed by an Executive Committee (EC) (see **Article III** below).

#### Section 4. Meetings

*Section 4a. Quorum:* A quorum of the Board is needed to conduct official and binding IJPC-SE business. A quorum requires that at least one representative from each of at least one-third of the current number of IJPC-SE member societies (as defined in **Article II**, *Section 3a*) be in attendance, or have formally executed a proxy (see below), plus at least 50% of the members of the duly constituted EC (see **Article III**, *Section 1*) based on the total number of EC members, or have formally executed a proxy (see below).

Recommendation(s) arising from a Board meeting at which a quorum was not achieved shall be conveyed electronically to all Board representatives for consideration, but will not be adopted as a policy or decision until a majority of all IJPC-SE society members (as defined in **Article II**, *Section 3a*), present or absent, has voted to ratify the decision or recommendation (see **Article III**, *Section 12*). The Board shall determine a reasonable time interval for such consideration, based upon balancing the urgency of the matter and an understanding of the normal time constraints for individual society action. Email and other electronic means will be used to facilitate such voting (see **Article I**, *Section 6* below).

Representatives may vote to abstain if, for instance, they require consultation with their society; abstentions will count toward the denominator of those voting, and do not constitute a positive vote. Abstentions will be recorded in the minutes. See also **Article III**, *Section 12*.

A proxy is defined as and is required to be a formal written communication (see **Article I**, *Section 6* below) designating someone other than the primary or secondary representative to act on behalf of that representative on a specific issue/specified issues. It must designate to whom the proxy power is given, for what meeting, and on whether it is a broad proxy or a proxy limited to any specific issue(s). It must be delivered on or before the scheduled start of an IJPC-SE meeting to the person being designated as proxy, with copies to the President and Secretary of that member society, or their designates, as well as to the Chair and Secretary of the IJPC-SE. Should a proxy designation be unclear at the time of a meeting, a tentative vote from the person with the proxy in question will be noted, but it can be counted only after the validity of the proxy is confirmed and must be

resolved, either way, within two weeks after the meeting when the vote took place (see also **Article II, Section 9**). To make this possible, draft minutes will normally follow monthly meetings within 10 days and will be accompanied by a draft agenda for the forthcoming monthly conference call.

*Section 4b. Regular Meetings:* There shall normally be monthly, formal meetings of the IJPC-SE. These meetings will be primarily via teleconference.

*Section 4c. Informal Meetings:* Informal, in-person meetings may be called when sufficient IJPC-SE members are present in any one location. Such meetings may be convened at any local, national, regional, or international meeting of epidemiologists or at other forums with sufficient member attendance to justify an in-person meeting.

*Section 4d. Special Meetings:* Special meetings may be called by the Chair or by a majority of Board members. Special meetings will be held within fourteen days of the receipt of the request, and Board members will be notified by the Secretary at least one week prior to the meeting. The only business that may be transacted at such special meetings will be that specified in the notice.

*Section 4e. Minutes of Meetings:* During formal meetings, the Secretary will take and record minutes, document the names and society membership of each representative, and note the presence or absence of quorum. The Secretary will also record the names and affiliations of any invited observers, interested parties and/or consultants.

The first draft of the minutes of a formal meeting will be circulated by the Secretary to the other officers for preliminary review and revision. A revised draft will then be circulated to all meeting participants for input and final approval, and for ratification at the next full meeting of the Board at which quorum is achieved. Minutes shall not be considered public, official, or binding until a majority plus one of all members who participated in the meeting have reviewed the draft minutes, provided any needed revisions, and agreed to their adoption. Only final adopted minutes shall be considered a matter of public record and be posted on one or more of the member societies' web portals, as well as on the website of the IJPC-SE (see **Article I, Section 5 below**) after being signed by the Chair and Secretary.

*Section 5. Transparency of Proceedings:* The proceedings of all formal meetings of the IJPC-SE and its activities and products will be accessible through the posting of minutes and other documents (e.g., manuscripts, position papers) to the IJPC-SE website. Only final versions, signed by the Secretary and Chair, will be posted on the IJPC-SE website as part of the permanent archive. All draft documents, communications and discussions will be deleted as a matter of course from the IJPC-SE website once the final version has been adopted and posted. Individual Board members and member societies are advised to do the same in regard to their role in and work with the IJPC-SE (see **Article VI, Section 2** and **Addendum No. II**).

All formal correspondence with the IJPC-SE, through the Chair and/or Secretary, will be retained as part of the permanent record. These communications will not be posted to the public section of the website, but will be retained in its member-only section.

*Section 6. Formal Written Communications:* Hard copy as well as electronic communications constitute acceptable formal written communication between and among all parties both within and external to the IJPC-SE for whatever purpose. Formal written communications shall be retained as part of the IJPC-SE archive in the member-only section of the website (see **Article I, Section 5** above).

## **Article II: Membership**

*Section 1. Founding Membership:* All societies that are members of the IJPC-SE at the time of adoption of these Founding Bylaws are considered to be members.

Resulting from a leadership meeting convened at the 2nd North American Congress of Epidemiology in Seattle, Washington, USA in June 2006, all societies that served as a primary sponsor, or as a co-sponsor of the 1st or 2nd Congresses, were invited to participate in the development of a Joint Policy Committee (JPC), as part of an overall collaborative “Societies of Epidemiology.” Over the JPC’s evolution in 2006-2007, the following organizations joined as Founding or Charter Member Societies of the JPC, represented by a person from each organization’s leadership: American Academy of Pediatrics, Section on Epidemiology (AAP SoEpi); American College of Epidemiology (ACE); American Heart Association, Council on Epidemiology and Prevention (AHA); American Public Health Association, Epidemiology Section (APHA-Epi Section); Canadian Society for Epidemiology and Biostatistics (CSEB); Council of State and Territorial Epidemiologists (CSTE); International Epidemiological Association (IEA); International Society for Environmental Epidemiology (ISEE); International Society for Pharmacoepidemiology (ISPE); Society for Epidemiologic Research (SER); Society for Pediatric and Perinatal Epidemiologic Research (SPER); and, Society for the Analysis of African American Public Health Issues (SAAPHI).

Subsequently, the following organizations joined. These include, at the time of ratification of these Founding Bylaws on November 19, 2014: Brazilian Association of Public Health (Associação Brasileira de Saúde Coletiva) (ABRASCO); Collegium Ramazzini (CR); National Association of County and City Health Officials (NACCHO), Epidemiology Workgroup; Australasian Epidemiological Association (AEA); and Royal Society for Public Health (RSPH).

The JPC renamed itself, voting to add “International” as of December 2013, to better reflect its growing international presence and constituency. Each of the above organizations will choose, as part of the ratification process of these Founding Bylaws, a membership category that it views as most appropriate for itself. See **Article II, Section 3** below for a full description of the various membership categories.

*Section 2. New Society Application for Membership.* Application for membership in the IJPC-SE is open to national and international societies of epidemiology, and to national and international societies that have a major epidemiologic focus, or to internal sections of these societies that are primarily devoted to epidemiology. See **Article II, Section 4** below for information about membership applications.

Societies requesting membership must meet the following criteria: (i) demonstrate and maintain a positive and proven record of serving national or international activities in epidemiology, and (ii) agree to participate fully in Board deliberations by providing at least one and ideally two representatives, one as a back-up to the other, ensuring representation by at least one at every meeting of the Board (see **Article II, Section 8** below).

*Section 3. Society Membership in the IJPC-SE.* Membership is predicated on full disclosure of actual or perceived conflicting interests and by being bound by the guidelines specified in **Article V**. Only IJPC-SE officers and delegated member society representatives are authorized to speak or write publicly regarding officially-adopted policies or approved statements on behalf of the IJPC-SE.

To be a member society, the society must have formally applied for membership in one of the membership categories specified below, been approved, and agreed to join the IJPC-SE in the approved membership category.

There are six distinct categories of IJPC-SE membership: **Active** (Regular Members [*Section 3a* below]); **Less Active** (Associate Members [*Section 3b* below] and Affiliated Individuals [*Section 3c* below]); **Inactive** (Self-Suspended, but Connected Members [*Section 3d (i)* below]); **Past-Members** ([*Section 3d (ii)* below]; and, finally, **Endorsing Societies and/or Individuals** [*Section 3e* below].

*Section 3a. Societies serving as Regular Members:* This category of membership requires active participation in all decision-making on, and governance of, the IJPC-SE through representation on the Board. Such membership counts for quorum and has full voting rights and membership privileges (see **Article II, Section 5** and *Section 9*).

These societies will be reflected on the IJPC-SE website and letterhead as Regular Members.

*Section 3b. Societies serving as Associate Members:* This category of membership serves the IJPC-SE in a less active role than that of Regular Members. A society that would otherwise qualify for regular membership, but where regular membership is not the optimal fit at any particular time and for any reason, including charter limitations, priority goals and commitments, or insufficient volunteerism to assume additional functions, will be eligible for membership as an Associate Member. The motivation for joining the IJPC-SE in this category is to demonstrate solidarity with the IJPC-SE's mission. They will not be counted toward quorum at meetings.

Societies in this category will receive communications from the IJPC-SE, including approved minutes, draft agendas, and notices of actions being taken by the IJPC-SE. Such communications will be sent routinely to the person designated by the society in question to serve as liaison with the IJPC-SE. The communications are for the purpose of keeping the Associate Member society informed of the work being undertaken by the IJPC-SE. The society may choose to monitor and/or to respond, or not.

There may arise, from time-to-time, situations where the IJPC-SE may consult with Associate Member societies or one or more members of these societies, or *vice versa*. This consultancy request will be without obligation from either party; if not accepted, a formal reason will be given, usually within a month.

When the IJPC-SE brings a matter seen as relevant to an Associate Member society's attention (or vice versa), then the IJPC-SE and the Associate Member society in question may choose to engage more actively with one another on the matter. If there is mutual approval by the society and the IJPC-SE in accordance with their respective Bylaws for such engagement, then that society may be granted full participatory status, limited to the matter under consideration and that includes IJPC-SE voting rights as a Regular Member. In the latter circumstance, the Associate Member society will assign one or two representatives to serve in the capacity of a Regular Member for input to and votes called on the particular matter under consideration.

These societies will be reflected on the IJPC-SE website and letterhead as Associate Members.

***Section 3c. Affiliated Individuals:*** This category includes any individual invited to participate in Board meetings in a non-voting capacity, on either an *ad hoc* or a continuing basis, who is independent of any society that may or may not be affiliated with the IJPC-SE. Liaisons, observers, interested parties, and/or consultants/expert advisors may be invited by the IJPC-SE's Executive Committee (EC) to participate in specific meetings from time to time. These individuals may assist in the development of position statements. Their participation must be sanctioned by a two-thirds vote of support by the IJPC-SE (i.e., the Board). They will not be counted toward quorum at meetings.

These individuals will be acknowledged in work products, subject to their prior written consent, for their role in work produced by the IJPC-SE. Their names and/or affiliations will not be reflected on the IJPC-SE website and/or letterhead.

***Section 3d. Inactive or Past-Member Societies:*** Any society has the discretionary right to (i) self-suspend (inactive), or (ii) withdraw (past-member) its membership in the IJPC-SE by formally communicating this decision, with at least one month notice, to the Chair and Secretary, with a reason therefor. Voting rights are held through the notice period. Thereafter, such societies are not eligible to participate in IJPC-SE meetings and they will not be counted toward quorum at these meetings.

Section 3d (i). A society that self-suspends will become inactive yet continue to receive all formal communications from the IJPC-SE. Such a society may reactivate its membership to that of any category by notifying the Secretary and Chair in writing with one month of notice to re-engage.

These societies will continue to be reflected on the IJPC-SE website and letterhead, but will be moved under the category of “Currently Inactive Members”.

Section 3d (ii). Any society electing to withdraw its membership in the IJPC-SE would need to reapply for membership at a future date should it so wish (see **Article II, Section 6** below).

These societies will be removed from the IJPC-SE website and letterhead within a month of assuming Past-Member status.

The IJPC-SE will maintain a list of past-member societies, including the dates of membership and membership categories held.

Section 3e. Endorsing Societies and/or Individuals Supporting Selected Work Products of the IJPC-SE as Non-Members: This category covers societies and/or individuals with no formal relationship to the IJPC-SE; they do not participate directly in the IJPC-SE position statement creation process and they have no voting rights. These societies and/or individuals may wish to be associated with or contribute to one or more specific IJPC-SE initiative(s) or work product(s). Through endorsement of any position statement of the IJPC-SE, the endorsing society and/or individual publicly supports the said statement.

These societies and/or individuals are not IJPC-SE members. They are reflected, on their request, in relevant annexures of endorsers relating to IJPC-SE work products that are printed and/or posted to the IJPC-SE website.

These societies and/or individuals are not reflected under any membership category on the IJPC-SE website and/or letterhead. They have no role in meetings of the IJPC-SE and thus do not count toward quorum.

Section 4. Membership Request and Approval: A society wishing to join the IJPC-SE, in any membership category, would formally request membership by writing to the IJPC-SE Chair with a letter explaining their reason(s) for wanting to join. The Chair will bring the request to the EC for discussion and recommendation to the Board for a vote. The EC will advise the Board of its recommendation, along with reasons explaining the recommendation. Member societies may also suggest and facilitate an eligible society’s request for membership. Member societies will work with the EC and the Board to process such requests.

Should any applicant society be declined by majority vote of the Board, reasons for the decline shall be provided to the applicant society in writing. The applicant society may re-apply by responding to the points of concern provided in the letter. No society shall

apply for membership in the IJPC-SE more than twice in any 12-month period. The decision of the Board shall be final.

*Section 5. Member societies in good standing* are those that have sustained regular attendance at formal or special meetings. Regular attendance is defined as being present at meetings, or sending regrets in advance when no representative from the society is able to attend. Inactivity in at least three successive regular formal meetings without extending regrets and explanations for the inactivity will initiate a review by the IJPC-SE Chair of this society's membership in the IJPC-SE.

Member societies in good standing will work collaboratively to strengthen the IJPC-SE and will neither engage in any activities that put the IJPC-SE in financial or structural jeopardy, nor in any activities designed to bring discredit to the IJPC-SE.

*Section 6. Member Society Category Change or Withdrawal:* Any society that wishes either to change its membership category within the IJPC-SE, or to withdraw its membership in the IJPC-SE must do so in writing. The written change/withdrawal letter must state the society's reason(s) for the requested change into either of the membership categories under *Section 3d (i)* or *Section 3d (ii)*. The letter must be signed by an authorized officer of the society (such as its President, Chair, or Board Chair) and it must be addressed to the IJPC-SE Chair and Secretary. The IJPC-SE EC will inform the IJPC-SE Board within one month, and the IJPC-SE website and/or letterhead will be amended accordingly thereafter (see **Article II, Section 3d** above).

Societies that have withdrawn (see **Article II, Section 3d (ii)** above) may opt to reapply within one year via expedited vote of a Board meeting at which quorum has been achieved. After one year, a formal reapplication is required (see **Article II, Section 4** above).

*Section 7. Membership Termination.* Any society may be removed from membership by a two-thirds vote of the Board only for cause, which is defined as inactivity in at least three successive regular formal meetings without extending regrets and reasons therefor (see **Article II, Section 5** above) and/or for engaging in activities contrary to the IJPC-SE's mission, goals or objectives.

*Section 8. Member Society Representative(s):* Each member society appoints its own representative(s) at intervals determined by its governing body. Each member society shall provide a primary and, ideally, one or more secondary society representative(s). The second representative is to serve as a back-up when the primary representative is not available. However, both may participate in meetings of the Board. If more than two representatives have been appointed by any member society, all members beyond the designated primary member will be deemed secondary representatives and any one of them may serve as the back-up representative in the absence of the primary representative.

Representatives from each member society are elected or appointed by their society's governing body. Each representative must be empowered to vote on behalf of the society

or society's section to which they belong, and in accordance with their respective society's requirements and mechanisms to provide input. If a member society withdraws its representative(s), then such IJPC-SE Board member(s) will immediately cease to serve on the Board unless they are currently elected officers on the EC, in which case they will complete their elected term of office, but they will cease to represent their society. After their term on the EC expires, they will not be permitted to run for IJPC-SE office again unless they are appointed to represent one of the member societies.

In the situation where a primary and/or secondary representative from any one member society is/are elected by the Board to serve a term as an IJPC-SE officer, such officer shall be considered to be independent of any of the IJPC-SE member societies and shall act accordingly to eliminate any actual or perceived conflict-of-interest. Only in the case of the Chair will the member society from which such officer is elected from among the Board be invited to assign a replacement to serve on the Board. Upon relinquishing the position of Chair, the former Chair may resume his/her position on the IJPC-SE Board as a member society representative at the discretion of his/her member society.

Section 9. Voting. Each member society is entitled to only one vote in meetings of the IJPC-SE at which quorum is present. Each EC member, except for the Chair, shall be entitled to only one vote. Quorum is based on the number of distinct society representatives present at a meeting (see **Article I, Section 4a**). Any member society with more than one IJPC-SE member at any meeting must decide which one of the members will vote on any resolution before the Board. As long as quorum is achieved, all members present at the meeting will be deemed to be in good standing.

Board members may from time to time be required to abstain from discussing or voting on matters that arise during Board meetings. In such situations, meeting minutes will record the abstention.

Member society representatives (see above, **Article II, Section 3a**) are expected to participate in formal meetings of the Board. If more than two member society representatives are present at any meeting, this fact should be brought to the attention of the meeting. Normally any number in excess of two shall assume observer status, but they may confer with the primary and/or secondary representative if so desired at the discretion of the Chair. Member societies in the Associate Member category (see above, **Article II, Section 3b**) may be granted full participation rights; Endorsing Societies and/or Individuals Supporting Selected Work Products of the IJPC-SE as non-members (see above, **Article II, Section 3e**) will participate only by special invitation from the EC.

Each society shall have only one vote on any decision being considered by the Board. If a member society is unable to participate in a formal meeting, a proxy vote may be lodged with any member of the EC, except for the IJPC-SE Chair, with a clear indication of how that member society would wish to be counted on any matter before the EC or the Board. Holding of proxies contributes to quorum (see **Article I, Section 4a** above). The sitting IJPC-SE Chair must not be assigned proxy rights **through** his/her tenure as Chair.

When attending an IJPC-SE Board meeting, the current Chair or President of a member society who is not his or her society's official representative on the IJPC-SE, must clarify whether he/she will cast his/her society's official vote on resolutions before the Board during that meeting. Otherwise, that society's designated voting representative will retain that society's vote for the meeting, consistent with this *Section's* first paragraph above. All matters before the EC or the Board will be decided by majority vote.

The IJPC-SE Chair will not vote in meetings of the EC or the Board except to break any tied votes. The officers will each have one vote in meetings of the EC and the Board; in so doing, the officers, no longer being representatives of any member society, will be voting in that capacity alone (see **Article II, Section 8** above).

In the event of a dispute or disagreement between two EC or Board members, the IJPC-SE Chair may decide to ask for, or a Board member may propose, a vote on a resolution that he/she may propose, unless the Chair is able to resolve the matter between the disagreeing members without the need for a vote.

*Section 10. Website and Letterhead:* The letterhead will reflect all member societies in the identified categories 3a and 3b of membership, and only those member societies in category 3d (i) that have sought and been granted inactive status. The letterhead will link to the website where, for transparency, the names of all societies in all categories of membership, along with the names of individual members and dates of such membership, will be recorded and archived for the record.

### **Article III: Officers and Their Duties; Fiscal Agent; Experts; Archives**

*Section 1. Officers:* The IJPC-SE Board is composed of its officers and the representatives appointed by the member societies. The officers of the IJPC-SE are a maximum of five in number: Chair (two-year term), Past-Chair (one-year term), Chair-Elect (one-year term), Secretary (two-year term), Treasurer (two-year term), and Communications Officer (two-year term). They constitute the Executive Committee (EC). The Past-Chair and the Chair-Elect are non-overlapping positions.

It is permissible to have more than one set of EC officer duties assumed by any one officer. In the latter circumstance, that officer will carry a single vote on any matter before the EC and the Board. Terms of service for IJPC-SE officers not otherwise specified below shall be at the discretion of the Board with input from the EC, and these will be clearly documented each year.

All documents developed by and deemed official communications of the IJPC-SE will be duly signed by both the Chair and the Secretary serving as the two designated IJPC-SE representatives. The signature of the Chair and the Secretary will render any document a formal, official communication of the IJPC-SE. As such, all documents for any purpose emanate from the IJPC-SE and not from either of the signatories or from any officer.

*Section 2. Election and Resignation of Officers:* The election of officers of the IJPC-SE

shall be held annually at a scheduled meeting of the IJPC-SE. Board members willing to serve on the EC must be supported by two nominations from other Board members. Unless all EC positions are filled by acclamation, a secret ballot, organized by the outgoing EC members and including the past-Chair and Secretary, will be undertaken.

The EC members will be voted in to fill specific EC positions. However, they will have the authority, as needs arise or change, to re-delegate and share duties among themselves in order to ensure that all functions of the EC are addressed. Such annual meetings will normally be held toward the end of the academic year, in May or June. If the annual election of officers shall for any reason not be held at the prescribed time, the officers of the past term shall carry over until their successors have been elected.

Being voluntary positions, any Board member may resign, normally with a period of three months of written notice to his/her society, with a copy to the Chair and Secretary of the IJPC-SE.

*Section 3. Duties of the Chair:* The Chair serves for a two-year term, coordinating and chairing the IJPC-SE meetings. He/she has the powers and authorities usually vested in the Chair of a learned volunteer society or organization, and performs such other duties as the membership may direct. The Chair is responsible for ensuring that IJPC-SE processes and activities operate effectively and may delegate authority to ensure that those processes and activities are performed through his or her term with the assent of the EC and the Board.

A former Chair that re-joins the IJPC-SE as a representative of a member society may be nominated to serve again as Chair after at least a two-year absence from the position of Chair (or Past-Chair), whichever applies most recently. Such further service may be repeated no more than twice, for a total of three two-year terms as Chair in a person's lifetime.

*Section 4. Duties of the Past-Chair:* The Past-Chair serves normally for a one-year term and assists the Chair. The Past-Chair serves as parliamentarian, ensuring adherence to the Bylaws. In the absence or disability of the Chair during the first year of the Chair's term, he/she may perform the duties of the Chair. The Past-Chair, or a previous Past-Chair, may be reappointed to serve as Past-Chair by the Board as and when needed.

*Section 5. Duties of the Chair-Elect:* The Chair-Elect normally serves for a one-year term and assists the Chair. The Chair-Elect serves as parliamentarian, ensuring adherence to the Bylaws. In the absence or disability of the Chair during the second year of the Chair's term, the Chair-Elect shall perform the duties of the Chair. The Chair-Elect assumes the duties of the Chair on completion of the term of the then current Chair.

*Section 6. Duties of the Secretary:* The Secretary normally serves a two-year term, but this term can be extended indefinitely at the discretion of the EC and subject to the two-year election cycle. The Secretary is responsible for coordinating all IJPC-SE external communications, and, at the behest of any member of the EC, for initiating and

coordinating all internal communications within the IJPC-SE. The Secretary initiates a draft agenda for each meeting in collaboration with the EC. The Board is always invited to add items to the draft agenda, which precedes any meeting by at least a few days. The Secretary ensures that minutes are taken during meetings of the EC and the Board as a true record of the proceedings. The Secretary ensures application of Roberts Rules of Order through meetings. The Secretary manages the archives of policy statements, publications, recommendations, official communications, and maintains a copy of the Bylaws, taking charge of Bylaw amendments from time to time. The Secretary maintains a database of current and past member society officers, representatives, liaisons, observers, interested parties, and consultants/expert advisors. The Secretary produces a newsletter from time to time to inform all member societies and stakeholders of recent or planned areas of focus of the IJPC-SE.

Section 7. Duties of the Treasurer: The Treasurer normally serves a two-year term, but this term can be extended indefinitely at the discretion of the EC and subject to the two-year election cycle. The Treasurer is responsible for the financial accounts of the IJPC-SE, ensuring that organizational funds are collected, and for the disbursement of funds under the direction of the EC. Before or at the beginning of each operating year, with the IJPC-SE Chair and EC officers, the Treasurer will oversee the development of an annual budget to support IJPC-SE activities and submit the proposed budget for a formal vote by the Board as soon as an annual stable revenue base has been established. Revisions to annual budgets may be proposed, but must be passed by formal vote within an operating year. Accounting for the financial status of the IJPC-SE is part of the Treasurer's position, which includes the presentation of an annual financial report to the IJPC-SE, and one to the Epidemiology Congress of the Americas. The IJPC-SE's financial situation, at the time of adopting its Founding Bylaws, is clarified in **Addendum No. I**.

Section 8. Duties of the Communications Officer: The Communications Officer normally serves a two-year term, but this can be extended indefinitely at the discretion of the EC and subject to the two-year election cycle. The Communications Officer serves as the liaison for external communications, including the maintenance of the IJPC-SE website in addition to advocacy efforts through any IJPC-SE communication and outreach initiatives. Maintenance of the website includes liaising with the web manager in order to post updates, removing old items from the bulletin section, ensuring no redundancies, and keeping it interesting and relevant.

Section 9. Functioning of the Board: The work of the IJPC-SE is conducted with the object of transparency through *ad hoc* task-specific Working Groups approved from time to time by the Board. Such Working Groups, which would include at least one Board member (either an EC member and/or a primary or secondary representative on the Board) as well as others external to the IJPC-SE and who may have needed expertise. Their work-in-progress is submitted to the Board for its review from time to time, and then for its ultimate approval as a work-product of the IJPC-SE.

Before any work (relating to position statements and the like) is considered final and ready for public release, it is submitted to all Boards/Councils of the member societies for

final review, and then for their eventual sign-off after any feedback has been appropriately addressed by the IJPC-SE. See **Article VII** below for endorsement procedures.

*Section 10. Fiscal Agent:* At the time of adoption of these Founding Bylaws, the fiscal agent and official mailing address for the IJPC-SE is in care of the American College of Epidemiology (ACE). The IJPC-SE will abide by the fiscal requirements of its agent. At some time in the future, the IJPC-SE reserves the right to consider standing alone with its own 501(c)(3) designation so that it can fund raise, conduct research, and recommend policy without, in any way, jeopardizing the fiscal agent. If such a time comes, these Founding Bylaws will be amended accordingly.

The ACE volunteers its support as an in-kind contribution to the sustainability of the IJPC-SE. It has no special influence by virtue of this relationship in IJPC-SE deliberations. This relationship is transparent and is reflected on the IJPC-SE website and on the official letterhead of the IJPC-SE.

*Section 11. Experts:* Subject-matter expert advisors may be called upon to serve the Board as agreed by the IJPC-SE from time to time. When warranted, nominal honoraria and reasonable expenses may be provided to such experts when recommended in advance by the EC and approved by a majority vote of the Board. The former is subject to the IJPC-SE becoming financially secure as a not-for-profit entity (see **Addendum No. I**).

*Section 12. Majority defined:* Decisions are based on a two-thirds majority vote among non-abstaining members at any formal meeting of either the EC or the Board at which quorum is achieved. In the event that a vote is tied, the Board reserves the right to reconvene and come to a consensus decision. Abstaining societies shall be so listed in any statement issued by the IJPC-SE. Reasons for both abstaining and dissenting views may be included in official positions of the IJPC-SE.

*Section 13. Archiving and Accessing Meeting Minutes*

*Section 13a. Drafts and Ratification of Minutes:* No drafts are binding, official, or discoverable until they are reviewed, finalized, ratified and signed by the Chair and Secretary. Duly signed minutes will be posted on the IJPC-SE website for public access, considered official, binding, and discoverable.

*Section 13b. Archival of Minutes Prior to July, 2013:* The IJPC-SE Secretary will archive all minutes adopted prior to this date.

*Section 13c. Public Access to Minutes from July 2013:* Starting from July 2013, the IJPC-SE will make its duly-ratified and signed minutes publicly accessible on its website.

*Section 13d. Protecting Freedom of Academic Expression:* In order to protect freedom of speech and academic freedom of expression, all minutes will contain the names and

societies of the attendees, along with any IJPC-SE offices they may hold. However, no names shall be associated with general commentary except for the assignment of action items.

#### **Article IV: Amendments**

*Section 1. Procedure for Amending the Bylaws:* Any change in the Bylaws of the IJPC-SE must be proposed in writing to the IJPC-SE Chair by a member society representative at least eight weeks before a formal IJPC-SE Board meeting. Such proposals will be discussed first by the EC and then at the next scheduled Board meeting. If approved by at least a two-thirds majority of member society representatives, the amendment will pass. The amendment will be announced via the IJPC-SE website, where the most current version of these Bylaws, along with all related addendums, will remain accessible with the date of adoption duly indicated. All prior approved Bylaws, along with their respective dates of adoption, will be archived and retrievable on the IJPC-SE website.

#### **Article V: Conflicting Interests and Disclosure: Applying the Principles of Oversight, Transparency, and Confidentiality**

*Section 1. Avoiding Internal Financial Conflicting Interests:* No part of the net earnings of the organization shall inure to the benefit of, nor be distributable to its member societies, officers, or other private persons. However, the EC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes set forth in these Bylaws and its amendments over time (see **Article III, Section 11**).

Actual expenses incurred by EC or Board members while conducting the affairs of the IJPC-SE may be paid by the Treasurer, provided that such expenses are authorized in advance by the EC.

All expenses incurred will be ratified after being reviewed by the Board. Where ratification is not achieved, the EC will be expected to refrain from incurring such expenses in the future.

*Section 2. Avoiding External Agency Influence:* No part of the activities of the IJPC-SE will involve the carrying on of propaganda, nor will the IJPC-SE participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the IJPC-SE will avoid conducting activities: (a) forbidden by an entity in the United States that is exempt from federal income tax under section 501(c)(3) of the US Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) forbidden by an entity, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law that may arise after the adoption of these Bylaws).

In their capacity as members of the IJPC-SE Board, all member-society representatives and EC members have an obligation to make decisions and conduct affairs of the IJPC-SE based upon the desire to promote the IJPC-SE and its mission. The IJPC-SE aims to educate member society representatives on what constitutes an actual or a perceived conflict-of-interest, and about the need for full disclosure of professional and relevant personal activities and relationships that might create a situation of actual or perceived conflicting interests. The IJPC-SE also aims to remedy and resolve conflicts, and to encourage representatives to remain aware of and take initiative in managing, disclosing, and resolving conflicting interests appropriately.

For any level of participation in IJPC-SE meetings of any type, members (see **Article II, Section 3**) must provide a Conflict-of-Interest disclosure form, duly completed for both the individual Board member and for the society that he/she represents and on which is included all actual and/or perceived conflicting interests. Such disclosures will be publicly accessible on the IJPC-SE website and will be updated as previously disclosed information changes. Full disclosure is needed to be placed on the record of all participants in meetings related to any IJPC-SE activity.

If a member representative has an unavoidable conflict-of-interest, that member shall physically absent him/herself without comment from not only the vote, but also from the deliberation, unless directly requested by the Chair of the IJPC-SE to provide factual information or answer factual questions that may assist the IJPC-SE in making a balanced decision consistent with its mission. In no case shall that representative vote on such matter or attempt to exert personal influence in connection therewith. Disclosure and abstention shall be recorded in the minutes of the meeting(s) at which the issue was discussed and decided.

*Section 3. Disclosure:* Any past or anticipated future role that could be one of actual or perceived conflicting interests played by individuals serving the IJPC-SE under any of its membership categories (See **Article II, Section 3**) will be included as part of the application for membership in the IJPC-SE, including those invited to serve a role under membership category **Article II, Section 3c**. Such information also will be included as part of any formal position statement produced under the name of the IJPC-SE.

*Section 4. Confidentiality:* Notwithstanding the need for member society representatives to communicate what they learn through their role on the IJPC-SE back to their society, strict confidence shall be maintained regarding all discussions to which anyone under any of the membership categories (see **Article II, Section 3**) is privy through formal meetings of the Board. Professional discretion relating to maintaining confidences is expected of all membership categories. Confidences may be broken only if a clear explanation for the need to break any confidence is directed to the Chair and Secretary that then is followed by a written approval from the Chair and Secretary. If there is any tension between the need for transparency and the need for confidentiality, the matter should be discussed with the Chair and Secretary in advance in order to prevent any potential conflict.

## **Article VI: Indemnification**

*Section 1. Protection from Financial Liability:* The officers and members of the IJPC-SE Board and its EC will not be held personally liable for the obligations of the IJPC-SE, and will not be liable in damages to the IJPC-SE for injury that may result from the fulfillment of their duties when they discharge the duties of their position in good faith and with that degree of diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances in like positions. The IJPC-SE shall purchase an officer-indemnity and/or IJPC-SE volunteer board insurance policy as soon as financially feasible.

*Section 2. Protection from Legal Liability:* Legal liability questions will differ from one jurisdiction to another. **Addendum No. II** is included to provide *only* an introductory level of awareness for the IJPC-SE, its Board members and/or member societies concerning the potential for any legal intervention or role in serving as an expert in litigation and is not a substitute for legal advice.

## **Article VII: Endorsement Procedures**

*Section 1. Member Society Endorsement of IJPC-SE Projects:* A two-thirds majority vote of voting (i.e., non-abstaining) member societies is required before the IJPC-SE takes on any project. Member societies are expected to endorse the deliverable(s) resulting from IJPC-SE projects. However, certain circumstances may require a member society to abstain from such endorsement.

Where any member society chooses, for any reason, to abstain from a final vote on any IJPC-SE deliverable, the fact of abstention will be noted as part of the deliverable. Such reasons may include, for instance, the simple lack of specialized expertise pertaining to the substance of the project/deliverable. Reasons for abstentions are not required to be provided and, if provided, will not be published on official documents or in other communications.

Dissenting opinions may be offered for inclusion with any deliverable where a two-thirds majority vote supports the adoption and public dissemination of the deliverable. The decision to include dissenting opinions will be by a majority-plus-one vote (see **Article V**, *Section 2* above) with the dissenting society's representative having a vote.

Where endorsement is provided, this will be noted in the public release of the deliverable; abstention will also be noted.

*Section 2. Pertaining to IJPC-SE Endorsement Requests from Other Entities:* Refer to the current IJPC-SE Policy on Granting Endorsements dated May 13, 2014, or to the most recently updated version of this document formally adopted by the Board.

**Addendum No. I**  
**Statement of Clarification on Funding References in the IJPC-SE Founding Bylaws**

In the IJPC-SE's Founding Bylaws, reference is made to financial aspects, including transparency, accountability, authority, and conflicting interests. At the time of adoption of its Founding Bylaws, the IJPC-SE has no funding base whatsoever; there is no mechanism for securing funds, or for these funds to be managed by the IJPC-SE. The assumption made in this *Statement of Clarification* is that funds are desired to sustain the IJPC-SE in its evidence-based goal of informing policy.

Being as the IJPC-SE is a voluntary international umbrella organization of professional societies, the hope is that the respective member societies will not only provide representatives to serve on the IJPC-SE's Board, but may also sustain the IJPC-SE by contributing a nominal amount, perhaps, for instance, from surplus funds resulting from the five-yearly joint Epidemiology Congress of the Americas. Should anyone wish to donate money to support the work of the IJPC-SE as a registered Not-for-Profit (NPO), mechanisms need to be reflected in future Bylaws revisions to make such donations possible. Thus, any reference to funding should be read in this context. In addition, it would be desirable for current representatives of the respective member societies comprising the IJPC-SE to initiate the following:

- 1) Identify a revenue stream to support the IJPC-SE. For Societies that can afford any level of contribution, that level commensurate with its membership size would be welcome. Direct operational funding is needed for the sustainability of the IJPC-SE to maintain its website, cover costs for translation services, minor printing costs, software licenses for statistical analysis, for surveys, and for honoraria in support of Board-approved consultant/expert input to the work of the IJPC-SE. Where member societies can afford to offer in-kind support, such as printing, hosting of conference calls, sponsoring of an IJPC-SE member or two to represent the IJPC-SE at a conference, supporting the IJPC-SE website, translation services, and the like, these would be welcome. One or more societies may offer to cover the IJPC-SE with director's liability [e.g., Limited Liabilities Company (LLC) insurance]. Where the IJPC-SE suggests or is asked to lead or be part of a session/symposium at a conference to advance a recent position statement or the like, sponsorship should come from the inviting conference host. Like its member societies, the IJPC-SE cannot fund any of its Board members to participate in conferences, or in educational or promotional opportunities, even if these opportunities would serve to advance the work of the IJPC-SE.
- 2) Assist where necessary in the IJPC-SE's annual filing for 501(c)(3) NPO status with the Internal Revenue Service in the USA.
- 3) Contribute fees as necessary in support of the IJPC-SE's application for recognition from the National Academy of Sciences (NAS) and join same.
- 4) Encourage potential member societies to become involved formally with the IJPC-SE. The greater the number of member societies under the umbrella of the IJPC-SE, the greater will be the pool from which to draw financial support for the IJPC-SE. Thus, the IJPC-SE needs to reach out to all Epidemiology societies and societies with Epidemiology sections, as well as to all Health Policy societies for inclusion on the IJPC-SE.

**Addendum No. II**  
**Introduction to legal aspects regarding the potential subpoena of records,  
of being sued, and of acting as an expert witness**

Legal liability questions will differ from one jurisdiction to another. This **Addendum** is included to provide only an introductory level of awareness for Board members and/or member societies concerning the potential for any legal intervention or role as an expert in litigation. **This Addendum is *not* a substitute for legal advice.**

If the IJPC-SE or one of its Board members or member societies is sued directly, any of them may have a duty to produce all documents that the courts deem discoverable. The Minutes of a meeting, or early drafts of documents, even though not intended for the public, may not be absolutely protected from disclosure in a lawsuit if one of the IJPC-SE members is sued directly. There are limits to what is discoverable and generally there must be some underlying legal basis for the information being sought. It is quite common for litigants to object successfully for production of document requests on the basis of a number of legal theories.

If someone is a retained expert in litigation, the rules tend to be different. The expert that appears may be required to produce any documents related to his or her opinion and/or that he/she may have generated. However, this general standard does not normally allow a litigant to go on a “fishing expedition”; an expert normally must only identify documents on which the opinion is based.

If one serves as an expert witness, one may be required to give a deposition at which one can be questioned on almost anything related to his or her opinion.

If an IJPC-SE member agrees to testify as an expert in litigation, he/she should rely upon the lawyer representing the party on whose side he or she is testifying and/or on the expert’s personal lawyer to protect him or her from overly broad discovery.

If a person acts as an expert, he or she has a right to charge for his or her testimony at a rate that the market will bear. No person can normally be compelled to be an expert or give testimony as an expert.