

**BYLAWS OF
INTERNATIONAL ACADEMY OF HEALTH PREFERENCE
RESEARCH ASSOCIATION INC**
(A Florida Non-Profit Corporation)
Effective as of April 27, 2016

ARTICLE I – CORPORATE NAME

1. Name. The name of the corporation is the International Academy of Health Preference Research Association, Inc. (the “**Association**”).
2. Purpose. The primary purpose of the Association shall be to perform and promote educational activities and scientific research with respect to health and health-related preferences. The Association shall not maintain any bank accounts. All funding for the meetings and operations of the Association shall come from the International Academy of Health Preference Research Foundation, Inc. (the “**Foundation**”), a non-profit corporation organized and existing under the laws of the state of Florida. All monies received shall be delivered directly to the Foundation.

ARTICLE II – MEMBERSHIP

3. Qualifications. In order to be a member (a “**Member**”), the candidate must: (i) Present two (2) abstracts at meetings of the Association and (ii) must register to attend the first Association meeting held that year.
4. Annual Meetings. There shall be one or more meetings of the Association each year which shall be held on the date and the time fixed, from time to time, by the Foundation’s board of directors. The annual meetings of the Association shall be for the purpose of promoting educational activities and scientific research relating to health preferences.
5. Special Meetings. Special meetings of Members may be called by a resolution of the Foundation’s board of directors at such place, date, and time and for such purpose or purposes as shall be set forth in the resolution of the Foundation’s board of directors.
6. Notice of Meetings. Written notice of all meetings shall be given, stating the place, date, and time of the meeting. A copy of the notice of any meeting shall be given, personally, electronically, or by mail, not less than ten (10) days prior to the date of the meeting.
7. Waiver of Notice. A Member may waive notice before or after the date and time stated in the notice.
8. Quorum. The presence, in person, telephonically, electronically, or by proxy, by fifty percent (50%) of the Members shall constitute a quorum at a meeting of Members for the transaction of any business. The Members present may adjourn the meeting despite the absence of a quorum.
9. Voting. Each Member shall be entitled to one (1) vote. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act on the Member’s behalf by proxy, but such

proxy, whether revocable or irrevocable, shall comply with the requirements of Florida law. Voting at Member meetings need not be by written ballot.

ARTICLE III – DIRECTORS

10. Board of Directors. The board of directors (the “**Board of Directors**”) is that group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation, and these Bylaws.

11. Qualifications. In order to be a director, the candidate must be at least eighteen (18) years old. Director positions shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

12. Number of Directors. The Board of Directors shall consist of five (5) natural persons. The five (5) board seats shall be filled by the four (4) immediately past Meeting Chairs and the current Scientific Director.

13. Elections/Appointment. The chairperson of the Foundation shall appoint the Scientific Director. The four (4) immediately past meeting chairs shall fill the remaining director positions. The elections and appointments shall occur on an as needed basis in the sole discretion of the Foundation’s board of directors.

14. Resignations. Any director can resign at any time by delivering a written resignation to the chairperson or secretary of the Foundation. Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

15. Removal. Any director may be removed at any time (with or without cause) by a vote of at least fifty percent (50%) of the total directors of the Foundation (not counting vacancies).

16. Vacancies. Vacancies can be created by resignations or removals. Vacancies on the Board of Directors shall be filled by the Foundation in accordance with the “Election/Appointment” section of these Bylaws.

17. Scientific Director. There shall be a Scientific Director appointed by the chairperson of the Foundation. The Scientific Director shall preside over all meetings of the Board of Directors and shall be the deciding vote if a vote of the Board of Directors results in a tie.

18. Place of Director's Meetings. Meetings of the board of directors, regular or special, will be held at the primary place of business for this Association or at any other place within or outside the State of Florida as provided or such place or places as the board of directors may designate.

19. Regular Meetings. Regular meetings of the Board of Directors may be held by resolution of the Board of Directors setting forth the time and place for the holding of such regular meetings.

20. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two (2) directors. The meeting shall take place at the Association’s principal office at such date and time and for such purpose or purposes as shall be set forth in the notice of such meeting.

21. Notice of Board Meetings. Notice of the regular meeting schedule shall be provided to all directors upon election to the board. No further notice of such meetings shall be required unless the date, time, or location has been changed.

Notice of special meetings or changes to the regular meeting date, time, or location shall be given to each director by U.S. mail, facsimile, or electronic communication no less than three (3) days prior to such meeting.

22. Waiver of Notice. Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

23. Quorum. A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

24. Compensation. The Board of Directors may not compensate directors for their services.

25. Self Dealing. No director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain to the detriment of the Association.

ARTICLE V – OFFICERS

26. Roster of Officers. The Board of Directors, by resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Association shall have a President and a Secretary. The Board of Directors may, by resolution, designate other officers.

27. President. The Scientific Director shall serve as the President. The President shall have general powers and duties of supervision, management and direction over business policies of the Association. The President shall have and exercise such powers, authority, and responsibilities as the Board of Directors may determine.

28. Meeting Chairs. The board of directors of the Foundation shall appoint the Meeting Chairs. Up to two (2) Meeting Chairs shall be designated to preside over each of the meetings of the Association.

29. Secretary. The chairperson of the Foundation shall appoint the Secretary. The Secretary will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws. If not otherwise delegated, the Secretary shall be responsible for recording the minutes at all meetings of the Board of Directors.

30. Selection and Removal of Officers. All officers shall serve indefinite terms. An officer shall remain in office until his or her successor has been selected in accordance with these Bylaws.

31. Bond. The Board of Directors may by resolution require any officer, agent, or employee of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IV – INFORMAL ACTION

32. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice: Such waiver must, in the case of a special meetings specify the general nature of the business to be transacted.

33. Action by Consent. Any action required by law or under the Articles of Incorporation or by these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Association.

ARTICLE V – COMMITTEES

34. Appointment of Committees. The Board of Directors may from time to time designate and appoint standing or ad hoc committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

ARTICLE VI – OPERATIONS

35. Fiscal Year. The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December in each year.

36. Inspection of Books and Records. All books and records of this Association may be inspected by any Member or director for any purpose at any reasonable time on written demand.

37. Loans to Management. This Association will make no loans to any of its Directors or Officers.

38. Execution of Documents. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Association shall be signed by two or more persons who have been authorized and directed to do so by the board of directors.

ARTICLE VII – AMENDMENTS

39. The Board of Directors may adopt, by unanimous vote, Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The Bylaws may be amended by a seventy-five percent (75%) vote of both the Board of Directors of the Association and the board of directors of the Foundation.

ARTICLE VIII – PUBLIC STATEMENTS

40. Authority to make Statements. No person, except for the President shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Association, without first having obtained the approval of the Board of Directors.


41. Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Association, shall first make it clear that he or she is representing the Association. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Association. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.


ARTICLE IX – INDEMNIFICATION

42. Indemnification. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or: by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of this Foundation at their meeting held on the 27th day of April 2016.


Benjamin Craig, President


Benjamin Craig, Secretary