

BYLAWS OF THE
International Academy of Health Preference Research Foundation, Inc.
(A Florida Non-Profit Corporation)
Effective as of April 27, 2016

ARTICLE I – CORPORATE NAME & PURPOSE

1. Name. The name of the corporation is the International Academy of Health Preference Research Foundation, Inc. (the “**Foundation**”).
2. Purpose. The primary purpose of the Foundation shall be to support the International Academy of Health Preference Research Association, Inc. (the “**Association**”), a non-profit corporation organized and existing under the laws of the state of Florida.

ARTICLE II – MEMBERSHIP

3. No Members. This Foundation shall not have members.

ARTICLE III – DIRECTORS

4. 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 the Foundation subject to the law, the Articles of Incorporation, and these Bylaws.
5. Qualifications. In order to be a director, the candidate must be: (i) at least eighteen (18) years of age; (ii) a member in good standing with the Association; (iii) have served as a meeting chair for the Association; and (iv) submit a nomination to serve on the Foundation’s Board of Directors.
6. Election. The members of the Association shall each cast one (1) vote per available seat on the Foundation’s Board of Directors. The voting shall take place from December 1 to December 31 each year. So long as a quorum of the members of the Association vote, the open seats shall be filled by the candidate(s) who receive the most votes, without regard to whether any candidate receives a majority of the votes. If there is a tie vote and not enough seats on the Board of Directors to accommodate both candidates, then the current Board of Directors shall decide the election by majority vote of the incumbent directors.

For the purposes of this section, a quorum of the Association members shall be at least fifty percent (50%) of the Association membership.

7. Number of Directors. The Board of Directors shall consist of no less than three (3) and no more than twenty one (21) natural persons. The number of directors shall be determined from time to time by the Chairperson of the Foundation. However, the Chairperson may only eliminate seats that are vacant.
8. Term of Directors. Once elected to the Board of Directors, the director shall serve until such time as the director resigns or is removed.

9. Resignations. Any director can resign at any time by delivering a written resignation to the Chairperson of the board or to the 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.

10. Removal. Any director may be removed at any time (with or without cause) by unanimous vote of the other directors. Such vote shall take place at a meeting of the board of directors properly called in accordance with the terms of these Bylaws.

Directors may be removed by a majority vote of the board of directors (at a properly called meeting) when the director in question has missed two consecutive (properly called) meetings of the Board of Directors.

11. Vacancies. Vacancies can be created by resignations or removals and shall remain vacant until the next annual meeting of the Board of Directors or until the size of the Board of Directors is modified by a resolution of the Chairperson.

12. Chairperson. There shall be a Chairperson of the Board of Directors elected by majority vote of the Board of Directors. The Chairperson shall serve until such time as the Chairperson resigns or is removed by the unanimous vote of the Board of Directors (other than the Chairperson). The initial Chairperson shall be Benjamin Craig.

The Chairperson 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. The Chairperson shall appoint the "Scientific Director" for the Association.

13. 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 Foundation 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.

14. 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.

15. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or any two (2) directors. The meeting shall take place at the Foundation'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.

16. 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.

17. 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.

18. Quorum. A majority of the 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.

19. Compensation. The Board of Directors may not compensate directors for their services. The Board of Directors may, by resolution, provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board of Directors.

20. 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 Foundation.

ARTICLE V – OFFICERS

21. 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 Foundation shall have a President, a Treasurer, and a Secretary. The Board of Directors may, by resolution, designate other officers.

22. President. The Chairperson shall act as the President. The President shall have general powers and duties of supervision, management and direction over business policies of the Foundation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall submit reports of the current operations of the Foundation to the Board of Directors. The President shall have and exercise such powers, authority and responsibilities as the Board of Directors may determine.

23. Vice-President. The Chairperson shall appoint the Vice-President. The Vice-President shall step into the role of President if the Chairperson is removed, resigns, or is otherwise incapable of performing the duties of the President. The Vice-President shall have and exercise such powers, authority and responsibilities as the Board of Directors may determine.

24. Treasurer. The Chairperson shall appoint the Treasurer. The Treasurer shall render such accounts and reports as may be required by the Board of Directors. The financial records, books and accounts of the Foundation shall be maintained subject to the Treasurer's direct and indirect supervision. The Treasurer shall have and exercise such powers, authority and responsibilities as the Board of Directors may determine.

25. Secretary. The Chairperson 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. The Secretary shall have and exercise such powers, authority, and responsibilities as the Board of Directors may determine.

26. Selection and Removal of Officers. All officers shall remain in office until a successor has been appointed. Any Officer may be removed at any time (with or without cause) by a vote of at least seventy-five percent (75%) of the total directors (not counting vacancies). Such vote shall take place at a meeting of the board of directors properly called in accordance with the terms of these Bylaws.

27. Bond. The Board of Directors may by resolution require any officer, agent, or employee of the Foundation to give bond to the Foundation, 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

28. 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.

29. 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 Foundation.

ARTICLE V – COMMITTEES

30. 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

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

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

33. Loans to Management. This Foundation will make no loans to any of its Directors or Officers.

34. Execution of Documents. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Foundation 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

35. 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 Foundation and the board of directors of the Association.

ARTICLE VIII – PUBLIC STATEMENTS

36. 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 Foundation, without first having obtained the approval of the Board of Directors.


37. 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 Foundation, shall first make it clear that he or she is representing the Foundation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Foundation. 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

38. 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 Foundation shall be indemnified by the Foundation 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 of 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