

International Federation of Placenta Associations, Incorporated

The Objectives of IFPA, Inc. are to:

1. support and promote excellence in placenta research;
2. encourage the further development of currently established regional placenta groups (Australian/New Zealand Placenta Research Association, European Placenta Group, Japanese Placenta Association, Placenta Association of the Americas) and new groups in other parts of the world;
3. coordinate the dates, locations and themes of regional and IFPA-designated meetings;
4. provide a scientific organization to be responsible for all matters pertaining to the publication, *Trophoblast Research*, and to offer guidance and advice to the Editors, Editorial Boards and Publishers of publications focusing on placenta research to include *Placenta* and *Trophoblast Research*;
5. provide a forum for developing, expanding and publicizing available research funding as well as employment and educational opportunities;
6. provide a repository for information on placentologists from all disciplines and all nations, including their addresses, fields of interest and analytical methods, to be made available to member organizations;
7. encourage the continued development of placenta research to include improved visibility within the international scientific community._

Official Address:

The official address of the corporation's registered office in Delaware is 150 North Street in the City of Dover, County of Kent, Delaware 19901, and its registered agent at that address is Nationwide Information Services, Inc.

_Amendments to and Revisions of the Constitution and Bylaws:

September, 1997

October, 2000

CONSTITUTION AND BYLAWS

Name, Incorporation and Aims

1. The Organization shall be known as the International Federation of Placenta Associations, Incorporated, hereafter referred to as IFPA, Inc. All business is conducted in English.
2. IFPA, Inc., is an international scientific society incorporated in the State of Delaware, United States of America, as a not-for-profit corporation that is without authority to issue capital stock. The organization is subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, which are known, identified, and referred to as the "General Corporation Law of the State of Delaware").
3. The purposes of IFPA, Inc. are:
 - to facilitate multidisciplinary study and discussion of all aspects of placenta structure and function, relations between placenta, mother, and fetus and conditions of reproductive organs;
 - to support and strengthen the regional placenta organizations, facilitate communication among these organizations and researchers, and guide and strengthen scientific publications focusing on placenta research;
 - to promote the discipline of placentology internationally.
4. IFPA, Inc., will coordinate dates, locations, and themes of meetings that are organized and held by regional placenta associations. Regional meeting organizers may apply to the Executive Committee for permission to advertise their conferences as IFPA-designated meetings. Although it is not the objective of IFPA, Inc. to organize its own separate meetings, this could be done by order of the IFPA, Inc. Executive Committee if such a meeting did not conflict with a previously scheduled regional meeting. IFPA, Inc. will cooperate with other scientific organizations with related interests.
5. IFPA, Inc. shall serve as owner of the journal, *Trophoblast Research*, which shall be published in accordance with contractual arrangements. The Executive Committee shall appoint Editors and Editorial Board members in consultation with the publishers and guide the scientific progress and integrity of the journal.

Organizational Structure and Membership

6. IFPA, Inc. is composed of placenta organizations, which constitute the corporate members. The organizational structure of IFPA, Inc. consists of an Executive Committee and a General Assembly.
7. Executive Committee. The Executive Committee is composed of Voting Members and

Non-Voting Members. The numbers of Voting and Non-Voting members representing each organization are stated in the Rules of Procedure. Non-Voting members include representatives from publications related to the study of the placenta as listed in the Rules of Procedure. Except in the case where retiring Officers are selected by their corporate member organization as a Voting member, Non-Voting members also include retiring Officers of IFPA, Inc., who will serve for two years to assist in the transition of leadership. Voting Members of the Executive Committee represent the following corporate member organizations or their regional successors resulting from fusion or splitting of groups, or from redistribution of member countries:

- the Australian/New Zealand Placenta Research Association comprising placentologists from Australia, New Zealand and geographically associated countries in the southern hemisphere;
 - the European Placenta Group comprising placentologists from Europe and certain areas of Asia to include Russia, Turkey and Israel;
 - the Japanese Placenta Association, currently comprising all Asian countries except those included in the European Placenta Group and Australian/New Zealand Placenta Research Association;
 - the Placenta Association of the Americas comprising placentologists from North, Central, and South America.
8. General Assembly. The General Assembly is constituted of all placentologists attending an IFPA-designated meeting. Voting members are placentologists who attend the Business Meeting.
 9. Applications for Membership. New organizations who list at least 40 active members may apply for corporate member status and representation on the Executive Committee by submitting an application to the Secretary six months prior to a meeting of the Executive Committee. Any meeting of the Executive Committee considering changes in its composition shall be considered constituted if a majority of its members are present and there is representation from all regional organizations. The Executive Committee decides on admission and numbers of representatives to the Executive Committee by a simple majority vote, and final approval requires a simple majority vote of the General Assembly.
 10. Resignations. A member organization may resign at any time by writing to this effect to the Secretary.
 11. Financial Support. Financial support for IFPA Inc. administrative services may be derived from fees collected from each attendee participating in an IFPA-designated meeting. The amount of such fee would be determined by majority vote of the membership of the Executive Committee. Financial support for other activities shall be derived from funds raised by the Executive Committee through cooperation with member organizations.

Executive Committee

12. Duties and Membership. The administration of IFPA, Inc. and further tasks of this federation outlined in Sections (3) and (4) are delegated to the Executive Committee. Corporate members of the Executive Committee are listed in Section (6), and numbers of representatives from each Voting and Non-Voting corporate member are listed in the Rules of Procedure. Corporate members elect their representatives to the Executive Committee according to their own Bylaws or rules of organization. Election is for a four-year term, which lasts from the beginning of the last day of a meeting of IFPA, Inc. to the last day but one of the next respective meeting. Reappointment is at the discretion of the corporate membership, but distribution and balance among geographical regions is encouraged. The Executive Committee determines which publications shall be represented on the Executive Committee with a Non-Voting member. Applications for representation from publications other than those cited in the Rules of Procedure shall be submitted to the Secretary at least four months prior to an Executive Committee meeting.
13. Officers. Officers of the Executive Committee are: President, Secretary and Treasurer. The Officers are elected by a simple majority vote of the Executive Committee from nominations received from Voting members of the Executive Committee. The Officers shall represent three different corporate members as long as IFPA, Inc. has three or more member associations. Officers serve for four years. Re-election to the same office can occur once another individual has held that office but rotation is encouraged.
14. President. The President will preside at meetings of the Executive Committee and General Assembly. In the absence of the President, the Secretary, Treasurer or another member of the Executive Committee, in that order, shall preside. The President shall have general charge and supervision of the business and affairs of the Society. He/she will approve the Minutes of the Executive Committee and Business Meetings and will arrange an audit of the IFPA, Inc. accounts whenever a member newly assumes the office of Treasurer.
15. Secretary. The Secretary shall attend and keep the minutes of all meetings of the Executive Committee and Business Meetings of IFPA, Inc. He/she will assist the President in preparation of agendas, will be in charge of organizational documents and will be responsible for maintaining a mailing list of individual members, lists of committees and their members, and correspondence with all member organizations. The Secretary will receive requests for membership in IFPA, Inc. and will be responsible for presentation of membership applications to the Executive Committee and for communications with applicants.
16. Treasurer. The Treasurer shall have custody of all funds and securities of IFPA, Inc., subject to the regulations as may be imposed by the Executive Committee. He/she shall keep the financial records of the Society and shall enter therein full and accurate accounts of all monies received or paid or obligations incurred on account of IFPA, Inc., and he/she shall exhibit such records at all reasonable times to any member of IFPA, Inc. on application of such member to the office of the Treasurer.
17. Indemnification. Each member of the Executive Committee or Officer or former

member of the Executive Committee or Officer of IFPA, Inc. or any person who shall serve or may have served at its request as a director or as an officer of another Society, corporation, or organization in which it owns shares of capital stock shall be indemnified by the Society against expenses actually and necessarily incurred by him/her being or having been a member of the Executive Committee or an Officer of IFPA, Inc., or a director or an officer of such other society, corporation or organization. Exceptions are made in relation to matters in which he/she shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of his/her duties as such member of the Executive Committee or Officer.

18. Meetings and Conduct of Business. The Executive Committee shall meet yearly to conduct business during IFPA-designated conferences. Additional meetings may be held and business conducted if a majority of the Voting members of the Executive Committee are able to attend or send substitutes. In the intervals between meetings, decisions of the Executive Committee may be taken as written votes (letter, facsimile letter, electronic mail). Emergency Teleconferences may be called by the President or, in his absence, the Secretary or Treasurer in that order. The results of such votes will be circulated to members of the Executive Committee in a timely fashion. All recommendations and decisions taken by the Executive Committee must be reported to the General Assembly, preferably at least one day in advance of the Business Meeting.
19. Voting. Under all circumstances, voting shall require a quorum, which will consist of a minimum of 60% of the Voting members. Each Voting member of the Executive Committee, including the President, shall have one vote, and all decisions will be made by a simple majority unless otherwise stated in the Constitution and Bylaws. In the event of a tie, the President shall have the deciding vote. Votes may be registered in person by attendees at the Executive Committee meeting or by proxy. Executive Committee members shall receive advance notice of up-coming votes and be informed of the results in a timely fashion.
20. Standing and *ad hoc* Committees. A standing Publications Committee shall be established to provide oversight in all matters pertaining to the publication owned by IFPA, Inc., *Trophoblast Research*, and to provide guidance and advice to the Editors, Editorial Board and Publisher of the journal, *Placenta*, which together comprise the official publications of IFPA, Inc. The President shall appoint the Chairman and members of the Publication Committee from nominees submitted by the Executive Committee. The Chairman of the Publications Committee shall serve as a non-voting member of the Executive Committee. The President may also appoint *ad hoc* Committees and their chairmen as required to conduct the business of IFPA, Inc.. Each *ad hoc* Committee will include at least one member of the Executive Committee, will report to the President and the Executive Committee, and will submit a written report to the Executive Committee on an annual basis.
21. The Executive Committee, except as in these Bylaws other wise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of IFPA, Inc.; such authority may be general or confined to specific instances. Unless so authorized by Executive Committee, no Officer, agent or employee shall have power or authority to bind the Society by any contract or engagement or to pledge credit or render it financially

liable for any purpose or to any amount.

22. Remuneration. Members of the Executive Committee shall not receive any salary for their services. The Executive Committee shall have the power to remunerate members of the Executive Committee rendering unusual or exceptional services to IFPA, Inc.

General Assembly

23. Membership, Responsibilities and Voting. The General Assembly consists of all placentologists belonging to one of the member organizations and participating in an IFPA, Inc. Business Meeting. A quorum shall consist of 30% of the placentologists attending the conference. Each will have one vote. IFPA-registered members who are not in attendance may vote by written proxy. Unless stated otherwise in the Constitution and Bylaws, all decisions in the General Assembly will be taken by simple majority vote. The decisions of the General Assembly are final on all matters concerning aims and policy of IFPA, Inc. The General Assembly may overrule the Executive Committee in every matter with a 2/3 majority vote.
24. Business Meeting. A Business Meeting of the General Assembly will be held during each Meeting of IFPA, Inc. The President or, in his absence, the Secretary, Treasurer or another member of the Executive Committee, in that order, will preside. In the event of a tie vote, the presiding officer will cast the deciding vote.
25. Additional General Assembly meetings may be called during IFPA-designated or regional placenta meetings by 2/3 majority vote of the Executive Committee.

Financial Matters

26. Fiscal Year. The fiscal year of the Society shall begin on the first day of January in each year and shall end on the 31st day of December following.
27. Duties of the Treasurer. The Treasurer shall collect fees due to IFPA, Inc., from local Organizing Committees or other sources and deposit the funds in a bank or savings institution convenient to the Treasurer. The Treasurer shall make such payments as are necessary to meet the costs of the administration of the Organization, its Officers and its committees with the exception that the local Organizing Committee shall provide for the expenses of the Business Meeting. Incoming monies may also be used to cover expenses incurred during the preparation of IFPA-designated meetings.
28. Excess Funds. If monies raised specifically by IFPA, Inc. for a Meeting of IFPA, Inc. results in a surplus, this money can be made available to support the Aims and Objectives of the organization and to conduct of subsequent Meetings of IFPA, Inc., by vote of the Executive Committee. A 3/4 majority vote of the Executive Committee will be required for approval of other types of expenditures.
29. Reports. Each year, the Treasurer will present a professionally audited account of IFPA,

Inc., finances as well as a preliminary budget for the next fiscal or calendar year to the Executive Committee and the General Assembly for approval by their respective members.

Changes in the Bylaws

30. Revisions of the Bylaws of IFPA, Inc., require (a) proposal of revisions to the Executive Committee and approval by that body, (b) notification in writing by the Secretary to all member organizations at least four months in advance of the General Assembly Meeting. Approval of proposed Bylaws revisions requires a 2/3 majority of the General Assembly.

Dissolution of IFPA, Inc.

31. Motions to Dissolve. Any motion to dissolve IFPA, Inc., must first be presented to the Executive Committee. Approval of such a motion requires a written ballot and a 2/3 majority of all voting members of the Executive Committee. Notice of the proposal of such a motion must be given to the member organizations at least four months in advance of the meeting. The vote of the Executive Committee shall be made known to the General Assembly prior to presentation of the motion at a Business Meeting of the General Assembly, and a 2/3 majority is required for approval. In the absence of any planned future meetings of the General Assembly, approval of a motion from to dissolve IFPA, Inc., would require a written ballot and a 3/4 majority of the voting members of the Executive Committee.
32. Dispersal of funds. In the event of the liquidation or dissolution of IFPA, Inc., whether voluntary, involuntary or by operation of law, or in the event it shall cease to carry out the objectives and purposes herein set forth, all assets of IFPA, Inc. shall be distributed following settlement of any outstanding debts to authentic medical research not for profit organization(s) selected by the Executive Committee. A 3/4 majority of all voting members of the Executive Committee shall be required to designate recipients of the assets.
33. Parliamentary Procedures. Robert's Rules of Order, by General Henry M. Robert, Pyramid Books, New York, 1967, shall govern IFPA, Inc. in all cases to which they are applicable and in which they are not inconsistent with the bylaws of IFPA, Inc.

Rules of Procedure

1. The Rules of Procedure may be amended by a 2/3 majority vote of the Executive Committee and a majority vote of the General Assembly.
2. Voting members of the Executive Committee shall be representatives of the following placenta groups. Numbers of voting members are shown in parentheses.
 - Australian/New Zealand Placenta Research Association, (4)

- European Placenta Group, (4)
 - Japanese Placenta Association, (4)
 - Placenta Association of the Americas (4)
3. Non-Voting members of the Executive Committee shall represent the following publications. Numbers of representatives are shown in parentheses.
- *Placenta* (1)
 - *Trophoblast Research* (1)
4. For the first (1996) election of officers by the Executive Committee, the Officers will have staggered terms of office: President (4 years, next election 2000), Secretary (3 years, next election, 1999), Treasurer (2 years, next election, 1998). Subsequently, elections for each office will be held every four years.