

BY-LAWS
OF THE
INTERNATIONAL JOURNAL OF LEPROSY
OF THE INTERNATIONAL LEPROSY ASSOCIATION, INC.

ARTICLE I
OFFICES

Section 1. Principal office. The principal office shall be located in Washington, D.C., USA.

Section 2. Other offices. The corporation may also have offices at such other places both within and without the District of Columbia and in the United States and other countries, as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEMBERSHIP

Section 1. Members. There shall be no members of the corporation as such. However, such persons as shall constitute the board of directors, from time to time, shall exercise all the rights and powers of members.

ARTICLE III
THE BOARD OF DIRECTORS

Section 1. Responsibility and powers. The affairs of the corporation shall be managed by its board of directors subject to the limitations of the articles of incorporation, of the by-laws, and of the District of Columbia Nonprofit Corporation Act.

Section 2. Number and Qualifications. The number of directors shall be five. Directors need not be residents of the District of Columbia. The initial directors shall be the members of the Finance Committee of the International Leprosy Association, as named in the articles of incorporation. The directors, other than the initial directors, shall be elected by the Council of the International Leprosy Association, and each director so elected shall serve until the next succeeding meeting of the Association and until his successor shall have been elected and qualified. The initial directors shall hold office until the meeting of the Council of the International Leprosy Association next following the incorporation of this corporation. Directors shall be regular members of the International Leprosy Association.

Section 3. Vacancies. Vacancies and newly elected directorships resulting from any increase in the number of directors shall be filled by the Council of the International Leprosy Association at regular meetings or by mail ballot.

Section 4. Compensation. No director shall receive any salary or compensation for his services as a director except as may from time to time be approved by the board. Directors may, however, be reimbursed by the corporation for any reasonable expenses they incur in the performance of their duties.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Location. Meetings of the board of directors, regular or special, shall be held at such place, either within or without the District of Columbia, and in the United States or any other country, as may be specified in the notice of the meeting.

Section 2. Regular meetings. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and such place as shall from time to time be determined by the board.

Section 3. Special meetings. Special meetings of the board of directors may be called by the president on reasonable notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 4. Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business unless a greater number is required by law or by the certificate of incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE V NOTICES

Section 1. Sufficiency. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such director, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram similarly addressed.

Section 2. Waiver. Whenever any notice whatever is required to be given under the provisions of the statutes or under the provisions of the articles of incorporation or these by-laws, a waiver thereof in writing after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the corporation shall be chosen by the board of directors from the membership of the International Leprosy Association and shall be a president, vice-president, executive officer, secretary and treasurer. The board of directors may provide that any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Other officers. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and such duties as shall be determined from time to time by the board of directors.

Section 3. Term; removal; vacancies. The officers shall be elected for a term that coincides with the regular meetings of the International Leprosy Association, and shall serve until the next regular meeting and until their successors are elected and qualified. The officers may succeed themselves indefinitely. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 4. President. The President shall preside at all meetings of the board of directors. He shall convene the board of directors whenever in his opinion the affairs of the corporation demand, or on the written request of any three members of the board.

Section 5. Vice-President. The Vice-President, or if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 6. Executive Officer. The Executive Officer shall be the principal executive and staff officer, and shall have such duties as the board of directors may from time to time determine. If required by the board of directors, the Executive Officer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 7. Secretary. The Secretary or his designee shall attend all meetings of the board of directors and record all the proceedings of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 8. Treasurer. The Treasurer shall establish procedures for the receipt and disbursement of the funds of the corporation. He shall deposit such funds in the name of the corporation in such depositories as may from time to time be designated by the board of directors. He shall keep or approve accounts of thereof in accordance with policies and procedures approved by the board. He shall submit to the board at such intervals as it may require, a report of the receipts and disbursements of the corporation, which in the board's discretion may be subject to audit by a certified public accountant. With the board's approval, he may in writing delegate any of these duties to the Business Manager. If required by the board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 2. Fiscal year. The fiscal year of the corporation shall end on December 31.

Section 3. Informal action. Any action required or permitted by the statutes to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or the committee.

ARTICLE VIII

AMENDMENT OF BY-LAWS

Section 1. Amendments. These by-laws may be altered, amended and repealed, and new by-laws may be adopted, by the board of directors at any regular or special meeting, but only if notice of the proposed amendment or the general nature thereof is given prior to the meeting.