

Bylaws of the International Bureau for Epilepsy

Article I – Name, Purposes, Location

Section 1.1 Name. The name of the organization is the International Bureau for Epilepsy (hereinafter called “the IBE”), a nonprofit organization organized under the laws of the District of Columbia and exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 1.2 Purposes. The purposes of IBE shall be as set forth in IBE’s Articles of Incorporation (the “Articles”).

Section 1.3 Location. IBE shall maintain a registered agent in the District of Columbia at all times and may have such other offices at any location as the Board of Directors (the “Board”) may determine from time to time.

Article II – Membership

Section 2.1 Membership Categories. There shall be the following categories of membership:

2.1.1. Full Chapter Membership. Full Chapter Members are national organizations that serve the unmet needs of all people with and affected by epilepsy, and must ensure that such individuals are central in the decision-making, strategy, and evaluation of the organization, which includes representation on the Full Chapter Member’s Board of Directors. Full Chapter Members shall be voting members of IBE with one (1) full vote per Chapter Member.

1. Full Chapter Members shall engage in at least two (2) of the following activities to remain in good standing:
 - a. Provide reliable and evidence-based information and advice to people with epilepsy and those who care for them at a national level.
 - b. Conduct awareness-raising activities and/or campaigns for, and with, people with and affected by epilepsy across different regions of the country.
 - c. Engage in advocacy for, and with, people with and affected by epilepsy to influence policy and decision-making based on the needs and preferences of those with lived experience.
 - d. Provide services and supports for people with and affected by epilepsy across different regions of the country.
 - e. Lead, support and/or ensure the participation of people with and affected by epilepsy in research.
2. Full Chapter Members shall be incorporated and in good standing within their country of incorporation and qualify as Non-Government Organization (NGO) voluntary organizations under Internal Revenue code 501(c)(3) or its equivalent, as amended.
3. Full Chapter Members must have national status in that membership must be constitutionally accessible to all eligible people within the country; or, where the Full Chapter Member is a national collective of epilepsy organisations, membership must be constitutionally accessible to all eligible organisations; or, where the Full Chapter Member covers more than one country membership must be constitutionally accessible to all eligible people within each country.

4. Full Chapter Members shall abide by IBE's Bylaws, policies, and procedures. Chapter Members' Bylaws shall not conflict with those of IBE.
5. Applications for Full Chapter Membership shall include the applicant's Bylaws or equivalent document and any other information that may be required by the International Executive committee.

2.1.2. Associate Chapter Membership. Organizations that are not recommended for Full Chapter Membership, or that do not fully meet the criteria for Full Chapter Membership, may apply for Associate Chapter Membership. Associate Chapter Members shall have a weighted vote as defined in the policies and procedures of the IBE, but in no event shall the combined vote of Associate Chapter Members in one country exceed the total votes of the Full Chapter Member in that country. Associate Chapters may include:

1. Organisations that are focussed on a specific sub-population of people with epilepsy.
2. Organisations that only operate at a local or regional level within a country
3. Organisations that are a sub-entity of a larger institution.

2.1.3. Affiliate Chapter Membership. Affiliate Chapters are those entities that:

1. are not specifically working on epilepsy but have some initiatives of relevance;
or
2. are members of an existing IBE Full/Associate Chapter.

Affiliate Chapter Membership shall entail all membership privileges other than the right to vote.

Section 2.2 Resignation and Removal. Any Full, Associate, or Affiliate Chapter Member may resign from membership of IBE by providing written notice to the Secretary-General. A resigning member shall remain liable for payment of any outstanding annual membership dues owed prior to the date of the member's withdrawal.

The International Executive Committee may suspend, terminate, or expel from IBE a member if, in good faith and according to fair and reasonable procedures, it is determined that the member's conduct, act or omission violates the purpose, mission, and/or values of IBE, the Articles of Incorporation, these Bylaws, or IBE's policies and procedures, or otherwise is prejudicial to the welfare or reputation of IBE and/or constitutes good and sufficient cause for discipline under this Section. In addition, if a member fails to maintain the criteria for membership, including active engagement in the IBE, the International Executive Committee is empowered to suspend, or downgrade, that membership pending review and decision.

Section 2.3 Membership Dues. Dues, fees, and assessments, for all classes of Members shall be established by the International Executive Committee.

Article III – Meetings of the General Assembly

Section 3.1 Annual Meetings. An annual meeting of the General Assembly shall be held once a year at a date, time, and location set by the International Executive Committee. Notice of an annual meeting shall be provided to all voting members at least thirty (30) days prior to the date of the Annual Meeting. Notice may be provided in writing, orally or by any other method permissible by law.

Section 3.2 Special Meetings. Special meetings of the Membership may be called at any time by the International Executive Committee, or by a petition of thirty percent (30%) of the General Assembly voting members. Special meetings of the members, if any, shall be preceded by at least fourteen (14) days' notice to all voting members of the date, time, location and purpose(s) of the meeting. Notice may be provided in writing, orally or by any other method permissible by law. Only business within the purposes outlined in the notice may be conducted at a special meeting of the members.

Section 3.3 Quorum. Fifty percent (50%) of all members with the right to vote shall constitute quorum for the transaction of business at any meeting before the members.

Section 3.4 Voting. A majority of the votes cast in person or by proxy at any meeting where quorum is established shall be an act of the General Assembly.

Section 3.5 Action by Ballot. Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if each member entitled to vote is provided a ballot setting forth the action proposed to be taken and providing the opportunity for voting for (or against) each action or voting for (or withholding) a vote for each candidate in the event of election for Directors or other officers. An action decided by ballot, with the exception of an election for directors, is approved if the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approval equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 3.6 Proxies. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power or authority shall be received by the Secretary-General of IBE via email, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Article IV – Governance and Administration

Section 4.1. Governance. IBE shall be governed by the General Assembly and the International Executive Committee, which shall be considered the statutory Board of Directors under the District of Columbia Nonprofit Corporation Act.

Section 4.2 Staffing and Management. The International Executive Committee shall employ, on behalf of the IBE, such professional staff as it deems necessary to assist in the effective administration and management of the IBE.

Section 4.3 Management Committee. A Management Committee consisting of the President, the Secretary-General, and the Treasurer, is authorised to make decisions in the name of the International Executive Committee between meetings of the International Executive Committee. Any such decisions should be in accord with existing IBE policy. Decisions requiring policy change may only be taken by the International Executive Committee or by the General Assembly. The Management Committee may make changes within the budget of the IBE as approved by the International Executive Committee, not exceeding the total amount of the budget.

Article 5 – The General Assembly

Section 5.1 General Assembly. The supreme governing body of the IBE shall be known as the General Assembly. The General Assembly shall be convened at least once per year. Its membership shall consist of one delegate per voting Chapter.

Section 5.2 Non-Voting Participation. One delegate of each non-voting member of the IBE may attend and address the General Assembly, but they cannot vote. Other representatives of members may attend and address the General Assembly, but they cannot vote.

Section 5.3 Members of the International Executive Committee, who are not otherwise delegated to attend as a representative of a Chapter, may attend and address the General Assembly but they cannot vote.

Section 5.4 Actions of the General Assembly. The General Assembly shall:

- (a) receive and consider for vote of approval by adoption the reports of the President, the Secretary General (including minutes of the previous General Assembly), the Treasurer, the IBE's Regional Committees and all reports of action taken by or instigated by the International Executive Committee;
- (b) consider and vote on proposals submitted by the International Executive Committee; consider other business proposed by a Chapter and seconded by another Chapter – including resolutions – where that business has been notified in writing by a Chapter to the Secretary-General not less than thirty (30) days in advance of the meeting and where notification has been given in writing to all Chapters not less than thirty (30) days before the meeting; and
- (c) set the time and place of its next meeting after recommendation by the International Executive Committee.

Article VI – The International Executive Committee

Section 6.1 Composition. The International Executive Committee shall consist of the Officers, the Vice-Presidents, and three *ex officio*, non-voting members from the International League Against Epilepsy (ILAE) Executive Committee, appointed by the President of the ILAE.

Section 6.2 Officers. The Officers shall be a President, a Secretary-General and a Treasurer.

Section 6.3 Election. The President, the Secretary-General and the Treasurer shall each be separately elected by international ballot of the Chapters and a Vice-President shall be elected by the Chapters of IBE within each IBE Regional Committee, according to the procedures outlined IBE's election procedures.

Section 6.4 Qualifications. All candidates for election to the International Executive Committee and all elected serving members of the International Executive Committee shall personally be a member or employed staff of an IBE Chapter or shall personally be a member or employed staff of an official affiliate of an IBE Chapter. All candidates for election to the International Executive Committee and all elected serving members of the International Executive Committee shall not hold, or stand for election for, a concurrent role within any organization that may present a conflict of interest subject to the IBE's conflict of interest policy, and should declare any other real or perceived conflicts of interest. All candidates for election to the International Executive Committee and all serving members of the International Executive Committee shall not otherwise be knowingly disqualified

from serving as a member of the International Executive Committee as determined by the IBE's Articles of Incorporation.

Section 6.5 Terms of Office. The term of office of the International Executive Committee is four (4) years. No one may serve more than two (2) full or partial consecutive elected terms on the International Executive Committee and shall be re-eligible to serve upon remaining off of the International Executive Committee for one full term.

Section 6.6. Removal. A member of the International Executive Committee may be removed from office for cause by vote of a majority of the members of the International Executive Committee of the IBE.

Section 6.7. Vacancies.

Section 6.7.1. Officers. Except for the Vice-Presidents, should any of the Officers leave office before the General Assembly that occurs at the mid-point of his/her elected term, the IBE shall hold an election to fill the vacancy. Should any of the Officers leave office after the General Assembly that occurs at the mid-point of his/her elected term, the International Executive Committee shall appoint a candidate to complete the unexpired term. Such a candidate should be proposed and seconded by members of the International Executive Committee and be otherwise eligible to be elected to International Executive Committee membership.

Section 6.7.2. Vice-Presidents. Should any of the Vice-Presidents leave office before the General Assembly that occurs at the mid-point of his/her elected term, the relevant Regional Committee shall hold an election to fill the vacancy. Should any of the Vice-Presidents leave office after the General Assembly that occurs at the mid-point of his/her elected term, the relevant Regional Executive Committee shall appoint a candidate to complete the unexpired term. Such a candidate should be proposed and seconded by members of the Regional Executive Committee and be otherwise eligible to be elected to International Executive Committee membership.

Article VII – Meetings of the International Executive Committee

Section 7.1 Regular Meetings. The International Executive Committee may hold regular meetings as it determines are appropriate. Notices for such regular meetings shall provide the date, time, place of the meeting and be delivered, either in writing or orally, at least five (5) days in advance of the meeting.

Section 7.2 Special Meetings. Special meetings of the International Executive Committee, if any, may be called by the President or by at least two (2) members of the International Executive Committee and shall be preceded by at least two (2) days written notice of the date, time, and location of the meeting.

Section 7.3 Meetings by Remote Communications. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all members of the International Executive Committee may participate in a meeting of the International Executive Committee by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.

Section 7.4 Quorum. Unless a greater proportion is required by law, a majority of the International Executive Committee then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the International Executive Committee present at a meeting at which a quorum is present shall be the act of the International Executive Committee.

Section 7.5 Voting. Each member of the International Executive Committee shall have one (1) vote. All voting at meetings shall be done personally and no proxy voting shall be permitted.

Section 7.6 Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the International Executive Committee may be taken without a meeting if all of the members consent in writing through electronic mail, fax, or mail authorizing the action (“unanimous written consent”). The written consent by the members shall be filed with the minutes of proceedings of the Board. A unanimous written consent has the effect of action taken at a meeting of the International Executive Committee and may be described as such.

Article VIII – Finances

Section 8.1 Fiscal Year. The IBE’s financial year shall run from 1st January to 31st December.

Section 8.2 Gifts. The IBE shall have the authority to solicit, accept and administer gifts, legacies, movable or immovable properties, donations and assets of any kind without any restriction as to the amount or value.

Section 8.3 Prohibitions and Limitations. The assets of the IBE shall be used to further the objectives of the IBE as authorised by the International Executive Committee. No portion of the assets of the IBE shall be paid directly to any Officer, any member of the International Executive Committee, any member of any IBE Regional Executive Committee or any member of the IBE except for payment of expenses made on behalf of the IBE and approved by the IBE.

Section 8.4. The Treasurer shall keep proper books of account and they shall be certified by a qualified auditor at the end of each fiscal year.

Section 8.5. The International Executive Committee shall approve an annual income and expenditure budget every year.

Article IX – Regional Organisation

Section 9.1. All members of the IBE shall be grouped within geographical sectors known as Regions.

Section 9.2. The IBE shall establish Regional Committees where at least twenty percent (20%) of the countries in that region have voting membership of the IBE. Where a Region has less than twenty percent (20%) of its countries with voting membership of the IBE, the IBE shall establish either a Regional Commission or a Regional Task Force until such time as the Region achieves the twenty percent (20%) threshold.

Section 9.3. Each voting member of the IBE shall be a member of a Regional Committee, a Regional Commission or a Regional Task Force and shall have the same weighted vote as their vote in the General Assembly.

Section 9.4. Subject to the policies and procedures of IBE, each Regional Committee shall elect a Regional Executive Committee (REC), to include at least a Chair, a Vice Chair and a Secretary, and this REC shall be accountable to and shall report to the International Executive Committee and also to the Chapters of the Regional Committee. All candidates for election to a Regional Executive Committee and all elected serving members of the Regional Executive Committee shall not hold, or stand for election for, a concurrent role within any organization that may present a conflict of interest subject to the IBE's conflict of interest policy, and should declare any other real or perceived conflicts of interest. All candidates for election to the Regional Executive Committee and all serving members of the Regional Executive Committee shall not otherwise be knowingly disqualified from serving as a member of the International Executive Committee as determined by the IBE's Articles of Incorporation.

Section 9.5. The Chair elected by the Regional Committee shall serve as the Region's Vice-President on the International Executive Committee, and shall be subject to the same term limits as all members of the International Executive Committee.

Section 9.6. Each regional body (Committee, Commission or Task Force) shall have Terms of Reference approved by the International Executive Committee.

Section 9.7. Each regional body (Committee, Commission or Task Force) shall be accountable to and shall report to the International Executive Committee.

Article X - Dissolution or Merger

Section 10.1 Dissolution and Merger. The IBE may be dissolved or may merge with another body having similar objectives on proposal of the International Executive Committee and ratified by a two-thirds (2/3) majority vote of the General Assembly.

Section 10.2 Assets. In the event of dissolution, the assets of the IBE may not be divided among its members but shall be transferred to one or more other international organisations of similar interests and that meet US tax exempt requirements, as agreed by a simple majority vote of the General Assembly.

Article XI – Miscellaneous

Section 11.1. The President and the Secretary-General, unless some other person or persons are specifically authorised by the International Executive Committee, shall sign all legal documents or other instruments authorised by the IBE.

Section 11.2. The International Executive Committee shall approve and monitor a set of financial procedures for the IBE which shall include the authorisation that is required in order for payments to be made.

Section 11.3. The fiscal year of the IBE shall be the calendar year unless such other period shall be fixed by the International Executive Committee.

Section 11.4. The IBE shall maintain at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the International Executive Committee, any Committees, and any designated bodies of the International Executive Committee (c) the names and addresses of its current International Executive Committee and officers, (d) the IBE's current Articles of Incorporation, Bylaws, and approved policies, (e) the most recent biennial report filed with the District of Columbia, and (f) all documents required to be maintained by organizations exempt from Federal income tax under Internal Revenue Code Section 501(c)(6) (or the corresponding section of any future Federal tax code). All books and records of the IBE may be subject to inspection as required by law.

Section 11.5. The IBE shall indemnify and hold harmless any Director, officer, or employee of the IBE to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of the District of Columbia Nonprofit Corporation Act of 2010 (the "Act"). In providing this indemnification, the IBE shall follow the procedures described in Section 29-406.55 of the Act. Further, the IBE shall indemnify and advance expenses to a Director, officer, or employee who is party to a proceeding because he or she is or was a Director, officer, or employee of the IBE, except for (a) liability in connection with a proceeding by or in the right of the IBE other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on the IBE, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the IBE or out of acts taken in such capacity, whether or not the IBE would have the power to indemnify the person against that liability under law.

Section 11.6. No part of the net earnings of the IBE shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the IBE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Notwithstanding any other provision of these Bylaws, the IBE shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Article XII – Amendment or Modification

Section 12.1 These Bylaws may be amended by a majority vote of the General Assembly where quorum is present or by ballot pursuant to these Bylaws . Amendments may be initiated by the International Executive Committee or by proposal supported by twenty percent (20%) of the voting power of IBE.