

**BYLAWS
of the
GROUP FOR RESEARCH AND ASSESSMENT OF PSORIASIS AND
PSORIATIC ARTHRITIS (GRAPPA)**

INTERPRETATION

1. In these Bylaws :

Executive Board means the Board of Directors concerned with the day to day running of the Society.

Steering Committee means the elected group of directors, including the Executive Board members, who make strategic decisions on the running of the Society.

Subject as aforesaid, words or expressions contained in these Bylaws shall, unless the context requires otherwise, bear the same meaning.

ARTICLE 1 – NAME, PURPOSE

1.1 Name. The name of the organization is the Group for Research and Assessment of Psoriasis and Psoriatic Arthritis (herein known as “GRAPPA”).

1.2 Purpose. GRAPPA is organized exclusively for non-profit, educational, and scientific purposes, specifically to facilitate sharing of information related to psoriasis and psoriatic arthritis, networking among different medical disciplines that see psoriasis and psoriatic arthritis patients and to enhance research, diagnosis and treatment of psoriasis and psoriatic arthritis.

ARTICLE 2 – MEMBERSHIP

2.1 Members. Membership will consist of health care professionals who treat psoriasis and psoriatic arthritis patients and representatives from patient leagues who represent those diseases. Representatives from regulatory agencies may also be members.

2.2 Eligibility. Eligibility will be open to all persons interested in research and treatment of psoriasis and psoriatic arthritis. Applications for membership should be on a standard form and supported by nomination of two existing GRAPPA members.

2.3 Voting Rights. Each member entitled to vote with respect to the subject matter of an issue submitted to the membership will be entitled to one vote upon each such issue.

2.4 Corporate membership. Corporate membership will be available and subject to an annual fee determined by the Steering Committee. Corporations may send two representatives to attend the GRAPPA meetings but will not have voting rights.

ARTICLE 3 – Steering Committee Directors

3.1 Role of Directors. The Steering Committee is responsible for overall policy and direction of GRAPPA, and delegates responsibility for day-to-day operations to committees. The Steering Committee will consist of up to **16** but not fewer than **5** Directors. Steering Committee Directors will receive no compensation other than reasonable expenses actually incurred that are approved by the Steering Committee.

3.2 Steering Committee Meetings. The Steering Committee will hold meetings at no less than two monthly intervals, via teleconference and will meet once yearly in person at an agreed upon time and place. Steering Committee meetings will be conducted for the purpose of discussing and planning the affairs of GRAPPA.

3.3 Steering Committee Elections. Election of new Directors or election of current Directors to a second term will occur at the Annual Meeting of the society. Two nominations (proposer and seconder) for Steering Committee Directorship and Executive Board membership (the former subsuming the latter) are required. In the event of a contest for a position, a single transferable voting system will be employed for each contested position.

3.4 Terms. All Directors serving on the Steering Committee will serve a term of three years, but will be eligible for re-election.

3.5 Quorum. A quorum must be attended by at least one-third (33%) of the Steering Committee Directors before business can be transacted or motions made or passed.

3.6 Notice. An official Steering Committee meeting requires that each member have written notice seven days in advance. Notices will be sent by mail, fax, or email.

3.7 Composition. Representation of rheumatologists and dermatologists on the Steering Committee should reflect the overall membership and objectives of the GRAPPA. GRAPPA will strive to have each of these specialties make up no less than one-third of the Steering Committee. In addition GRAPPA will endeavour to include representatives from other similar groups including the ASsessment in Ankylosing Spondylitis (ASAS) International Working Group and the International Psoriasis Council (IPC).

3.8. Non-attendance. A Steering Committee Director should attend no less than two-thirds of the committee meetings. Attendance at less than this number would mean disqualification from Board Directorship and replacement by election at the next Annual Meeting.

3.9 Resignation, Termination and Absences. Resignation from the Steering Committee must be in writing and received by the Secretary or President. A Director will be dropped for excess absences if s/he has four or more unexcused absences from Steering Committee meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Steering Committee Directors.

3.10 Limited Authority. No Director of the Steering Committee is authorized to make a non-budgeted expenditure in excess of \$100.00 unless authorized by the Executive Board.

3.11 Special Meetings. Special meetings of the Steering Committee will be called upon the request of the President or one-third of the Executive Board for the purpose of discussing issues needing immediate attention. Notices of special meetings will be sent out by the Secretary to each Director at least ten days in advance.

3.12 Officers and Duties. The Executive Board will be comprised of six members, consisting of a President, Vice President, Secretary, Treasurer, and two Directors-At-Large. The duties of Executive Board members will be as follows:

The President will convene regularly scheduled Board meetings, will preside or arrange for other members of the Executive Board to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-President will chair committees on special subjects as designated by the Board.

The Secretary will be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer will make a report at each Board meeting. The Treasurer will chair the Finance Committee, make arrangements for establishing financial accounts, assist in the preparation of the budget, oversee fundraising plans, and make financial information available to Board members and the public. The Treasurer will oversee a written account of all financial transactions to be made available at the Annual Meeting.

Directors-At-Large will fulfill duties as requested by the Executive Board.

ARTICLE 4 – BUDGET

4.1 Minimum Balance of Funds. The Executive Board will assure that a minimum balance of \$5,000 remains in the treasury for the next year's initial operating expenses.

4.2 Fund Raising. All fund-raising projects will be overseen by the Executive Board.

4.3 Annual Budget. The treasurer shall oversee the annual budget and ensure adequate funds to fulfill the aims of the organization. These aims will include the organization of Annual meetings, attendance of group members at special meetings such as OMERACT, and the provision of funds to establish research projects.

ARTICLE 5 – ANNUAL MEETINGS

5.1 Annual Meeting. A minimum of one meeting for all members will be held annually. The Annual Meeting is conducted for the purpose of allowing the entire membership of GRAPPA to discuss affairs of the organization and to elect new Directors of the Steering Committee. Prior announcement of date, place, and time of the Annual Meeting will be made through phone, mail, or electronically to all members of GRAPPA. At least two-thirds of the Executive Board must be present at the Annual Meeting. The date, time and place of the Annual Meeting will be set by the Steering Committee.

5.2 Notice. Notice of the Annual Meeting will be given to each member, by mail, email or fax not less than ten days before the meeting.

5.3 Decisions Requiring Approval. Any decision requiring Steering Committee approval may be conducted by the Secretary in lieu of a meeting. The process will be as follows:

1. The Secretary will attempt to communicate the issue requiring approval to all Steering Committee Directors by their preferred method.
2. Steering Committee Directors will have one week to communicate their vote (Approve/Reject) to the Secretary.
3. The measure will pass if a simple majority of respondents approve the measure. To be valid, a quorum (one-third) of the Directors must reply to the measure.
4. The Secretary will record all responses, and communicate the results to all Steering Committee Directors indicating how each Director voted, and whether the measure is approved or rejected.

5.4 Records. The Secretary will keep an accurate record of all decisions requiring Steering Committee approval.

ARTICLE 6 – COMMITTEES

6.1 Formation. The Steering Committee may establish committees as needed, such as a research committee, publications committee, etc. The Steering Committee will appoint a chair, from within the Steering Committee Directors, to each committee established. Further committee members may be co-opted from the GRAPPA membership at the discretion of the chairs.

6.2 Executive Board. The six members of the Executive Board, consisting of the President, Vice President, Secretary, Treasurer and two Directors-At-Large will comprise the Executive Board. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Board will have all of the powers and authority of the Steering Committee in the intervals between meetings of the Steering Committee. The Executive Board will have authority to authorize new budget expenditures up to an amount of **\$10,000**.

6.3 Finance Committee. The Treasurer is chair of the Finance Committee, which comprises the other members of the Executive Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Steering Committee must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Steering Committee and the Executive Board. The fiscal year will be the calendar year. Annual reports are required to be submitted to the Steering Committee showing income, expenditures and pending income. The financial records of the organization will be made available to the membership and Steering Committee Directors.

6.3.1. Hiring of Administrative Staff. The Treasurer will have oversight over identifying and negotiating a contract to hire staff who will be administrative support for GRAPPA. A contract with staff will be reviewed and renewed each year, prior to the start of the fiscal year. The Treasurer will solicit feedback from the Executive Board regarding hiring and contracting of administrative staff.

ARTICLE 7 – QUORUM

7.1 Of GRAPPA Members. One-sixth of ordinary members will constitute a quorum for a general or special meeting.

7.2 Of Steering Committee Members. One-third of Steering Committee Directors will constitute a quorum for a Board Meeting or an Executive Session.

ARTICLE 8 – DUES

8.1 Dues. There are no dues to be paid.

ARTICLE 9 – ELECTIONS

9.1 Elections. Elections for Directors of the Steering Committee will be carried out as follows:

1. The Executive Board will be responsible for identifying at least one nominee for each office prior to the election at the Annual Meeting. Nominations will be reported to the Secretary prior to the election. At the time of the election, the Secretary will read the names of these nominees, and additional nominations will be accepted from the floor.
2. Elections will begin with the office of President, with nominations opened, closed, and voted on. The other elected offices will be filled using the same process. The order will be as follows: President, Vice President, Secretary, Treasurer, Directors-at-Large, and non-executive Steering Committee Directors. Or if positions are uncontested, the Steering Committee may elect to present all positions for approval by the membership in a single vote.
3. The election for each office will be run by a person not running for that office.

ARTICLE 10 – DUTIES OF STEERING COMMITTEE MEMBERS

10.1 Purpose. The Steering Committee is a body that represents the interests of the general membership of GRAPPA at Steering Committee and special meetings. There must be at minimum **one third Executive** Board members in attendance at all Steering Committee meetings.

10.2 Attendance at Meetings. Executive Board members attend Executive Board, Steering Committee, general, and special meetings; collect input from the general membership to share at Executive Board, Steering Committee, general, and special meetings; and serve on committees as assigned by the President or Executive Board.

10.3 Voting Rights. Steering Committee Directors have voting privileges in Steering Committee and special meetings; may make motions and second motions; and bring items to the table in Steering Committee, general, and special meetings. The presence of Steering Committee Directors at Steering Committee and special meetings counts towards a quorum.

10.4 Qualifications. Any member of GRAPPA in good standing may serve on the Steering Committee. Persons wishing to serve on the Steering Committee may choose to do so at the Annual Meeting either in person or by notifying the Secretary (nomination and seconder required). Steering Committee Directors may serve a three year term that is renewable with a majority vote by the Steering Committee. Steering

Committee Directors may resign at any time. However their positions may go unfilled until the next Annual Meeting.

10.5 Steering Committee Composition. Representation of rheumatologists and dermatologists on the Steering Committee should reflect the overall membership and objectives of the GRAPPA. The society will strive to have each of these specialties make up no less than one third of the Steering Committee.

ARTICLE 11 – AMENDMENTS

11.1 Amendments. These Bylaws may be amended when necessary by a two-thirds majority of the Steering Committee. Proposed amendments must be submitted to the Secretary to be sent out with regular Steering Committee meeting announcements.

These Bylaws were approved by a majority of GRAPPA membership collected by January 31, 2006.

[name]

Secretary, GRAPPA