

BYLAWS
**of the Assessment of SpondyloArthritis international Society (ASAS)-
foundation (ASAS-foundation)**



1. MISSION STATEMENT

ASAS is an international society of experts in the field of spondyloarthritis.

The mission of ASAS is to support and promote translational and clinical research of spondyloarthritis. The ultimate goal is to improve the wellbeing and outcome of patients with spondyloarthritis.

The means to achieve this goal include:

- Increasing awareness of spondyloarthritis
- Facilitating early diagnosis
- Developing and validating assessment tools
- Evaluating treatment modalities

2. INTERPRETATION

In these Bylaws:

The Executive Committee (EC) means the group of nine voting committee members who make strategic decisions on the running of the Society. This includes the president, the past-president, the treasurer, the secretary and 5 ordinary members. The EC can be expanded by two former non-voting EC members (advisors) if deemed necessary and by two non-voting young ASAS members.

The Advisory Board (AB) means a group of 6 advisory board committee members who give

advise to the Executive Committee.

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 ASSESSMENT OF SPONDYLOARTHRITIS SOCIETY, herein known as “ASAS”.

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

ARTICLE 2 – MEMBERSHIP

2.1 Members. Eligibility will be open to all health professionals, especially rheumatologists with proven interest and knowledge in clinical and translational research and treatment of spondyloarthritis.

Membership will consist of those health care professionals and representatives from patient leagues who represent those diseases. Representatives from regulatory agencies may also be members.

The membership lasts as long as the below mentioned requirements are met. This implies for example for full members ongoing interest in clinical research including publications, and for companies that they have paid their annual dues.

2.1.1. Full member of ASAS. Full members are health professionals who have an established record in the field of spondyloarthritis. This includes a minimum number of publications in peer reviewed journals of three authorships related to spondyloarthritis in journals

publishing in English within the last 5 years. Those who wish to apply for full membership have to complete an application-form (to be found on the ASAS-website <https://www.asas-group.org/>) and have to obtain written endorsement by two full ASAS-members.

Full members are entitled to vote in general meetings and are able to participate in Delphi exercises.

All full members, once approved, are expected to attend at least three meetings every five years (normally there are 3 ASAS membership meeting per year: annual meeting at the beginning of the year, at the EULAR conference and at the ACR conference) and to participate in all ASAS questionnaires/surveys every five years.

All full members are expected to (co)author at least three publications related to ASAS or spondyloarthritis within five years.

Full members will receive all mailings and information about ASAS and are entitled to attend all meetings. After five years every full member has to proactively renew membership.

Reimbursement of expenses made by full members for attending the annual workshop is subject to EC-decision in the EC-meeting preceding every annual meeting.

2.1.2. Associate member of ASAS. Associate members are either trainees or those that are developing a record in the study of spondyloarthritis.

Associate members do not have the ability to independently apply for ASAS-research project grants. Associate members may apply for full membership at a later time point (see below).

Those who wish to apply for associate membership have to complete an application form (to be found on the ASAS-website) and require written endorsement by two full ASAS-

members, of which one serves as mentor during the entire term of associate membership. Associate membership will be for an initial period of two years. Every two years, the associate member can, together with the mentor, either apply for a renewal of the associate membership for two years or, in case the criteria for full membership are fulfilled for full membership. A maximum of 2 renewals is allowed. In all other cases, the associate membership will automatically expire.

Associate members are not entitled to vote in general meetings and are not able to participate in Delphi exercises. Associate members will receive all mailings and information about ASAS and are entitled to attend all meetings.

Reimbursement of expenses made by associate members for attending the annual workshop is subject to EC-decision in the EC-meeting preceding every annual meeting.

2.1.3. Corporate membership. Corporate partnership will be available and open to pharmaceutical companies with vested interests in the field of spondyloarthritis. Corporate partnership implies an annual contribution in the form of an unrestricted grant to ASAS-foundation that will be employed to facilitate ASAS-aims as outlined in the ASAS-MISSION STATEMENT (1). Contributions can be made in four predetermined sponsor levels corresponding to different service levels, as outlined on the website of ASAS.

The EC decides on an annual basis about the amount of the contributions per service-level and about the content of the services.

2.2 Acceptance of membership applications. The EC will decide about membership approval by majority voting at least two times per year. The EC reserves the right to temporarily put new membership approvals on hold.

ARTICLE 3 – Executive Committee Members

3.1 Role of Executive Committee Members. The Executive Committee is responsible for overall policy and direction of ASAS and delegates responsibility for day-to-day operations to committees, or task forces or working groups. The executive committee consists of nine voting members and may be expanded by a maximum of two non-voting former EC members with the title of advisor to EC and a maximum of two non-voting young ASAS members.

The EC will receive no compensation others than reasonable expenses actually incurred that are approved by the EC.

3.2 Executive Committee Meetings. The EC will hold meetings at no less than two times per year in person and agreed upon time and place. The EC meetings will be conducted for the purpose of discussing and planning the affairs of ASAS.

3.3 Executive Committee Elections. Members of the Executive Committee who retire after 6 years will be replaced as part of an election held at the annual meeting of ASAS. Applications for EC-membership has to be submitted to the president not later than 4 weeks before the annual ASAS-meeting. Only full ASAS members are entitled to vote. Election will be on the basis of simple majority. Non-attending full ASAS members are entitled to vote if they authorize in writing an attending full ASAS member to vote on their behalf. One full ASAS member can only vote on behalf of a maximum of two other full ASAS-members.

3.3.1. Election of the President. The President will be elected by voting members of the current EC or from past EC members during an EC-meeting. The candidate president does not take part in this voting and should have served in the EC for a period of at least two years.

3.3.2. Election of the Treasurer. The Treasurer will be elected by voting members of the current EC or from past ES members during an EC-meeting. The candidate treasurer does not take part in this voting and should have served in the EC for a period of at least two years.

3.4 Terms. All members serving on the EC, with the exception of president, past-president and

treasurer (see below), will serve a term of six years, and will not immediately be eligible for re-election. After an interval of at least two years former EC members may be re-elected.

3.4.1. Term of the President. The term of the president is six years and can be extended with terms of two years at the discretion of the EC.

3.4.2. Term of the Treasurer. The term of the treasurer is six years and can be extended with terms of two years at the discretion of the EC.

3.4.3. Term of the Past-President. The term of the Past-President is six years and can be extended with terms of two years at the discretion of the EC.

3.5 Quorum. At least 5 of the 9 voting EC members should be present for voting before business can be transacted or motions made or passed.

3.6 Notice. An official Executive Committee meeting requires that each member has written notice one month in advance. Notices will be sent by mail, fax, or email.

3.7 Non-attendance. Executive Committee Members should attend at least one EC meeting per year. Attendance at less than this number would mean disqualification from the EC and replacement by election at the next annual meeting.

3.8 Resignation, Termination and Absences. Resignation from the EC must be in writing and received by the President. An EC member will be discharged for excess absences if s/he has been absent from all society and EC meetings in one year. An EC member may be discharged for other reasons at the discretion of the EC after majority voting.

3.9 Limited Authority. No EC member is authorized to make a non-budgeted expenditure.

3.10 Special Meetings. Special meetings of the EC will be called upon the request of the President or two EC members or two thirds of the Advisory Board for the purpose of discussing issues needing immediate attention. Notices of special meetings will be sent out by the Secretary to each EC Member at least 2 weeks in advance.

3.11 Officers and Duties. The EC will consist of nine elected members with voting rights, including President, Past-President, Treasurer and 6 ordinary members. A maximum of two advisory EC members without voting rights and two young ASAS members without voting rights will be added for advisory purposes, and have the right to attend EC-meetings. The duties of the EC members will be as follows:

The President will convene regularly scheduled EC meetings, will preside or will arrange for other members to preside at each meeting in the following order: President – Past-President – Treasurer – Other EC member.

The Past-President will take over the role of President on demand of the President or inability of the President to perform the tasks required to run the society.

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

The Treasurer will make a report at each EC meeting. The Treasurer will make arrangements for establishing financial accounts, assist in the preparation of the budget, oversee fundraising plans, and make financial information available to EC members and authorities. The Treasurer will oversee a written account of all financial transactions to be made available to the EC and the Advisory Board at the annual meeting.

ARTICLE 4 – BUDGET

4.1 Minimum Balance of Funds. The EC will assure that a minimum balance of 20,000 ! remains in the treasury for the next year's initial operating expenses.

4.2 Fund Raising. All possible fund-raising projects will be overseen by the EC.

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, 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 ASAS to discuss affairs of the organization and to elect new EC members. Prior announcement of date, place, and time of the Annual Meeting will be made through phone, mail, or electronically to all members of ASAS. At least half of the EC members should be present at the Annual Meeting. The date, time and place of the Annual Meeting will be set by the EC.

5.2 Notice. Notice of the Annual Meeting will be given to each member, by mail, email or fax not less than 4 weeks before the meeting.

5.3 Decisions Requiring Approval. Any decision requiring EC approval may be conducted by the Secretary or another EC member as requested by the President instead of a meeting. The process will be as follows:

1. The Secretary will attempt to communicate the issue requiring approval to all EC members by their preferred method.
2. EC members 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 (half) of the EC members must reply to the measure.
4. The Secretary will record all responses, and communicate the results to all EC members, and whether the measure is approved or rejected.

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

ARTICLE 6 – COMMITTEES

6.1 Formation. The EC may establish committees as needed, such as a research committee, publications committee, etc. The EC will appoint a chair to each committee established. Always one EC member will be participating in such a committee.

6.2 Advisory Board. The 6 members of the EC, consisting of the President, Vice President, Secretary, Treasure, and the other two members will comprise one part of the Advisory Board, the other part are 6 additional ASAS members who are nominated by the EC. Two Advisory Board Members are replaced every 2 years upon proposal of the EC. This proposal has to be approved by the ASAS members at the Annual Meeting.

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 EC must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the EC. The fiscal year will be the calendar year. Annual reports are required to be submitted to the EC showing income, expenditures and pending income. The financial records of ASAS will be made available to the EC and to one Advisory Boaed member.

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

ASAS. 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 EC regarding hiring and contracting of administrative staff.

ARTICLE 7 – QUORUM

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

7.2 Of EC Members. One half of the EC Members will constitute a quorum for an Executive Session.

ARTICLE 8 – DUES

8.1 Dues. There are no dues to be paid.

ARTICLE 9 – ELECTIONS

9.1 Elections. Elections for Members of the EC will be carried out as follows:

1. The President will announce by email at least three months before that an election will take place at the next Annual Meeting of the society. All full ASAS members have the right to propose themselves for election until one month prior to the meeting to the Secretary. At the time of the election, the Secretary will read the names of these nominees. Additional nominations from the floor will not be accepted.
2. Every two years two members of the ASAS Executiver Committee will leave the board. This is done in the consequence of time. This implies that no EC member can serve longer than 6 years in a row.
3. The election for each office will be run by a person not running for that office.

ARTICLE 10 – AMENDMENTS

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

These Bylaws were approved by the ASAS Executive Committee on October 10, 2019.