

**CONSTITUTION  
of the  
INTERNATIONAL PHYSICIANS FOR THE PREVENTION OF  
NUCLEAR WAR**

International Physicians for the Prevention of Nuclear War

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Amended as of 26 August 2014

## **PREAMBLE**

This Constitution shall serve as the corporation's By-Laws, pursuant to its Articles of Incorporation and Chapter 180 of the General Laws of Massachusetts.

### **Article 1** **NAME**

This organization shall be called the International Physicians for the Prevention of Nuclear War, hereafter referred to as IPPNW.

### **Article 2** **OBJECTIVES**

**Section 2.1** Mission: IPPNW shall be a non-partisan international federation of physicians' organizations dedicated to research, education, and advocacy relevant to the prevention of nuclear war. To this end, IPPNW shall seek to prevent all wars, to promote non-violent conflict resolution, and to minimize the effects of war and preparations for war on health, development, and the environment.

**Section 2.2** Meetings: IPPNW shall organize periodic meetings and world congresses.

**Section 2.3** Coordination and Publications: IPPNW shall provide coordination among existing national medical organizations for the aims mentioned in Section 2.1, including such tasks as dissemination of newsletters, documents, audio-visual materials, and manuscripts.

**Section 2.4** Forming affiliates: IPPNW shall continue to assist in the formation of affiliates in regions where they do not exist.

**Section 2.5** Cooperation with international organizations: IPPNW shall cooperate with international organizations and international governmental and non-governmental bodies in their efforts for disarmament.

**Section 2.6** Contacts with national governments: Any approach by IPPNW towards any national government and its leaders shall be in consultation with the respective affiliate of IPPNW.

**Section 2.7** Internal discourse: IPPNW shall promote broad discourse among its members regarding any and all medical aspects of the aims mentioned in section 2.1.

**Section 2.8** Nonpartisanship: IPPNW shall maintain a non-partisan stance regarding all national and other governments.

**Section 2.9** Activities and limits: IPPNW shall undertake activities consistent with Section 2.1 and its charitable and educational status. Specifically, (a) IPPNW shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of IPPNW's net earnings shall inure to the benefit of officers, directors, or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and, (c) IPPNW shall take only actions permitted an organization exempt from taxation under 501(c)(3) of the United States of America Internal Revenue Code and pertinent Income Tax Regulations, as amended and as they may be amended.

### **Article 3** **MEMBERSHIP**

**Section 3.1** Affiliates and members: Affiliates (voting members) of IPPNW shall be national or regional medical organizations working for the aims mentioned in Section 2.1. The membership of a national affiliate shall be open to any physician who supports the goals and constitution of IPPNW and may include other categories of people involved with health care as well as physicians and medical students. Individuals may become members of IPPNW only in those nations without a national or regional affiliate. Individual members shall not have any voting privileges nor be eligible for election to the Board of Directors ("Board").

**Section 3.2** Individual members only where there's no affiliate: Upon the affiliation of such a national or regional organization, the category of individual members of IPPNW shall cease in the respective nation or group of nations, and such individuals shall be encouraged to affiliate with their national or regional organization.

**Section 3.3** Election of affiliates: Election to affiliation shall be made by the Board, subject to ratification by the International Council.

**Section 3.4** Application for affiliation: Application to form an affiliate shall be made to the Board by ten (10) or more physicians residing in the territory of the proposed affiliate. Said application shall state the name of the affiliate, the nation or nations it is said to serve, a copy of the by-laws which govern it, and the names of its officers and the size of its membership.

**Section 3.5** Rules for affiliates: IPPNW affiliates shall comply with IPPNW's policies and rules and may take other positions that are not inconsistent therewith. The Board shall establish rules and criteria for membership applications and for affiliate reports to IPPNW and compliance with IPPNW's Constitution and policies and rules, as well as for IPPNW inspection of affiliate records and affiliate inspection of IPPNW records.

**Section 3.6** Suspension of an affiliate: The Board, by vote of two thirds of its entire membership, may suspend an affiliate's authority to identify itself as a member (affiliate) of IPPNW, to speak on IPPNW's behalf or to participate in IPPNW's affairs. Any such action must be based upon a Board finding, after the affiliate has been afforded an opportunity to present its views, that (a) the affiliate's conduct or affairs threatens IPPNW or its affiliates in a matter of legal, programmatic or financial consequence and (b) reasonable efforts to abate such threatening conduct have not and are not likely to prove effective. Any such Board action shall be communicated immediately in writing to all IPPNW affiliates, including a brief explanation of the Board's underlying reasons, and shall be subject to review by the International Council at its next meeting.

**Section 3.7** Termination of affiliation by IPPNW: Upon failure of an affiliate to comply with the requirements of this Constitution, and after three hundred and sixty-five (365) days notice in writing to the affiliate of such default, upon recommendation of the Board, the International Council by a two-thirds vote may dissolve the affiliation or revoke any powers that may have been delegated to the affiliate by IPPNW.

**Section 3.8** Termination of affiliation by affiliate: An affiliate may withdraw from IPPNW upon written notice to the Board.

#### **Article 4**

##### **GOVERNANCE - INTERNATIONAL COUNCIL (VOTING MEMBERSHIP)**

**Section 4.0** Governing Body: The International Council shall be the governing body of IPPNW. It shall elect a Board of Directors to manage the activities of IPPNW.

**Section 4.1** Meetings: The International Council shall meet at least every other year. The Council shall appoint a person or persons to chair the business meetings.

**Section 4.2** Board authority: Between International Council meetings, the Board shall implement IPPNW's policies as determined or authorized by the International Council and shall manage IPPNW's affairs in all matters not specifically reserved to the International Council by this Constitution or by law. Board actions are subject to reversal or modification by a two-thirds vote of the International Council.

**Section 4.3** Regional meetings of affiliates: Subject to International Council requirements and standards, the Board shall establish criteria for convening and conducting regional meetings of affiliates. At such meetings, (a) each affiliate in the region shall have one vote and (b) matters may include regional communication and education, formulating proposals to the Board and the International Council, adopting regional policies and programs (which may not be inconsistent with IPPNW policies and operating rules), and selecting a regional vice-president or a replacement in case of vacancy (per Section 4.9), subject to the approval by the International Council, or the Board if between International Council meetings. If a regional vice-presidency becomes

vacant, the Board, by vote of a majority of its entire membership, may select a temporary replacement pending action by the region's affiliates.

**Section 4.4** International Councilors: The International Council shall be composed of Councilors selected by the affiliates. One councilor and up to two (2) Deputy Councilors, shall be elected from each affiliate. No affiliate shall have more than one seat on the Council. The names of Councilors and Deputies shall be communicated by their respective affiliates to the Board preferably at least one month before each international Congress. The Board shall establish a rules and credentials committee to establish and implement criteria for conducting International Council meetings and resolving any disputes and uncertainties regarding the qualification of Councilors, nominees, and proposals. Each affiliate shall also designate a Deputy Medical Student Councilor.

**Section 4.5** Action by International Council: The International Council shall attempt to achieve consensus. Votes by the International Council, if necessary, shall be allocated one (1) vote for each affiliate. Except as otherwise provided by this Constitution, the International Council shall act and elect by vote of a majority of all voting Councilors constituting a quorum at the time of the vote, two-thirds on matters of organizational policy or overruling actions of the Board or Board-established committees.

**Section 4.6** Quorum: The quorum for an International Council meeting shall consist of Councilors entitled to cast the votes of a majority of all affiliates (whether or not represented at the International Council meeting).

**Section 4.7** Election of President(s) and other Board members: The International Council may elect one President or two or more Co-Presidents and shall elect at-large Board members, a medical student Board member, and approve regional vice presidents pursuant to sections 4.3 and 4.9.

**Section 4.8** Nominations: The Board or a committee designated by the Board shall serve as a nominating committee to identify candidates for International Council-elected Board positions. In overseeing the process of identifying and assembling nominations, the Board shall seek to promote gender and geographic balance and consider recommendations by affiliates. No less than 60 days before the next meeting of the International Council, any affiliate in good standing may submit to the Board the name or names of proposed nominees.

**Section 4.9** Regional vice-presidents: The Board shall identify appropriate regions to be represented by regional vice presidents who will be selected by their respective regions (see Section 4.3). In the event of a vacancy, the affiliates in the region shall nominate a successor, subject to Board approval. In case of the creation of a new region, the Board may, after consultation with affiliates in the region, appoint a temporary regional vice president who will serve until election by a regional meeting of affiliates pursuant to section 4.3. This Constitution shall not prevent the election of more than one regional vice president from a region if the Board, by vote of a majority of its entire membership,

decides such expanded representation is necessary to serve IPPNW's goals and objectives and meets the region's needs.

**Section 4.10** Criteria for election to Board: All Board members selected by the International Council must be members of a national or regional affiliate of IPPNW.

**Section 4.11** Ballots and Terms for elections: Board members (see Sections 4.7 and 4.8) shall be elected (approved, in the case of regional Vice Presidents; see Sections 4.3 and 4.9) by the International Council by secret ballot. All Board members shall serve terms of two years beginning in 1993 and shall hold office until their successors are elected and qualify. No person shall (a) serve as a Board member for more than four (4) successive terms, unless the fifth term is served as the second consecutive term as president, co-president, or vice-president; and (b) no person shall hold the office of elected President, Co-President, or Vice President for more than two successive terms.

**Section 4.12** Board vacancies: If a Board membership or office elected by the International Council becomes vacant, the Board shall elect an interim Board member (and officer, if applicable) to fill the vacancy until the next meeting of the International Council, except as is otherwise provided in Sections 4.3 and 4.9.

**Section 4.13** Councilor communications between meetings: Between meetings contact among members of the International Council shall be by mail, phone, fax, electronic mail, etc.

**Section 4.14** Extraordinary meeting of the International Council: Should the matter be very important and urgent, an extraordinary meeting of the Council may be called on the written request of at least ten (10) affiliates or by the Board.

**Section 4.15** Observers: In all International Council meetings, observers from international and other organizations with which IPPNW shares common goals may be present, subject to such rules as the International Council may establish from time to time. Such observers shall be allowed to speak only with the permission of the meeting.

**Section 4.16** Chair of Congress Organizing Committee: The International Council may appoint the chairperson of the organizing committee for the next IPPNW International Congress as ex-officio member of the Board, whose term shall expire at the end or cancellation of the next International Congress.

**Section 4.17** Policy Resolutions, Resolutions Committee, International Council Agenda: Affiliates are encouraged to submit proposed resolutions to the Executive Director before the IPPNW Congress so that copies may be prepared for advance circulation and review. Proposed policy resolutions must be submitted to the Resolutions Committee no later than 24 hours prior to the International Council meeting in the Committee's designated format, and must include a brief description of the policy

decision sought and the financial impact, if any, on IPPNW. In addition, proposed resolutions must identify implementation requirements including reference to any Central Office staff role that may be contemplated.

The Board shall create a Resolutions Committee and designate a chair, subject to International Council review and modification, which will include the Executive Director or his/her designated representative and at least three members of the International Council who do not serve on the Board. The Resolutions Committee will have the authority to review all proposed resolutions and determine which are timely submitted and appropriate for submission to the full International Council. Proposed resolutions that reflect a duplication or repetition of past policy decisions will be deemed improper for submission to the International Council.

Resolutions deemed “non-controversial” by the Resolutions Committee may be approved without discussion by the International Council.

The Resolutions Committee shall prepare an agenda for each International Council meeting, which shall be subject to Board approval and be submitted to the International Council for its ultimate review and approval.

A decision of the Resolutions Committee may be overturned by a two-thirds majority vote of the International Council.

In the event that time expires before a proposed resolution can be discussed by the International Council, it will be referred to the next meeting of the Board for review and action. Every effort will be made to calendar resolutions for discussion with reference to the order in which they were received.

## **Article 5** **BOARD OF DIRECTORS**

**Section 5.1** Meetings: There shall be at least one (1) annual meeting of IPPNW’s Board of Directors (“the Board”). Additional Board meetings may be called by the President or Co-Presidents or by written petition of one-third of the Board’s members (“Directors”), at times and places selected by the caller(s). Notice, in writing and designed to be received at least 30 days before meetings if reasonably possible, shall be given to all Directors.

**Section 5.2** Board Size and Composition: There shall be no less than three nor more than twenty Directors, as the International Council shall determine from time to time pursuant to this Constitution. Directors shall be all those elected, approved or appointed pursuant to sections 4.3, 4.7, 4.8, 4.9, 4.10, 4.11, and 4.12 of this Constitution, plus the Executive Director as a non-voting Director.

**Section 5.3** Election of Directors: Directors shall be elected or approved by the International Council for two-year terms pursuant to Article 4 of this Constitution or approved or appointed by the Board pursuant to section 4.9, and shall hold office until their successors are elected and qualify. In case of a vacancy, the Board by the affirmative vote of a majority of its entire membership may elect a Director to complete the unexpired term, subject to the provisions of Article 4.

**Section 5.4** Consensus, Quorum, Majority Vote: The Board shall attempt to achieve consensus. A majority of the Board's entire membership shall constitute a quorum. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by these By-Laws or by law.

**Section 5.5** Removal or Suspension: A Director may be removed or suspended for cause by the vote of two-thirds of the Board's entire membership. If a removed or suspended Director is a President, Co-President or Vice President, the Board, by vote of two-thirds of its entire membership, may designate a replacement pursuant to Section 5.3.

**Section 5.6** Polling to Achieve Majority or More of the Entire Board: Whenever any law or Constitution provision requires the vote or approval of a majority or more of the Board's entire membership and such action or resolution has been approved pursuant to 5.4, such majority may be obtained by polling all non-attending Directors in writing and securing sufficient written votes of approval.

**Section 5.7** Conference Calls: One or more Directors may participate in a Board meeting by means of conference telephone calls or other means whereby all participating Directors can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for the purposes of 5.4.

**Section 5.8** Board's Entire Membership: Reference in any section of this Constitution to "the Board's entire membership" or "the entire Board" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by this Constitution or by law.

## **Article 6** COMMITTEES

### **Section 6.1** Executive Committees

A) Creation: The Board, by vote of a majority of its total membership,

- i) Shall appoint an Executive Committee comprised of at least three Directors to exercise some or all of the Board's powers between Board meetings (except powers specifically reserved to the membership or the Board by law or by this Constitution).



ii). May alter the Executive Committee's membership operating rules, and authority from time to time.

B) Authority, operating rules: The Executive Committee shall

- a) Serve at the Board's pleasure,
- b) Comply with the Board's and the Constitution's definition of its powers, responsibilities, and operating rules, and
- c) Exercise all of the Board's authority permitted by law and by this Constitution between Board meetings, subject to any limits established by the Board.

**Section 6.2** Other Committees: The Board from time to time may establish one or more other advisory or operational committees of IPPNW, which shall have at least three members and serve at the Board's pleasure. Except in the case of committees authorized to act on the Board's behalf, members of committees need not be Directors.

**Section 6.3** Committee Composition: In appointing committees, the Board shall seek to promote gender and geographic balance.

## **Article 7**

### OFFICERS AND OFFICES

**Section 7.1** Appointment and authority: The Board (a) may appoint and remove such officers and assistant officers as it deems necessary for the administration of IPPNW's affairs, (b) shall define and determine the authority and supervision of all officers, including the President or Co-Presidents and Vice Presidents, (c) may authorize employment agreements with officers who are employees and with other employees, and (d) shall adopt personnel policies defining the basic rules of IPPNW employment. The Executive Director shall be a Board-appointed office and may serve as IPPNW's chief executive officer, with such authority as is defined and determined by the Board.

**Section 7.2** Offices: IPPNW's principal and other offices shall be located as determined from time to time by two-thirds vote of the International Council or the Board.

## **Article 8**

### FINANCES

**Section 8.1** Constitution: The financial resources of IPPNW shall include annual contributions from its affiliates (including dues), individual members, and persons and organizations interested in supporting IPPNW's activities.

**Section 8.2** Dues: Minimum dues for national and regional affiliates of IPPNW shall be established by the Board subject to International Council review, and may be varied according to each affiliate's resources. Dues shall be paid to the account of IPPNW on or before the first day of June each year.

**Section 8.3** Major contributors, limit: No individual, affiliate, or organization shall be permitted in any one year to donate more than 30% of the IPPNW's preceding year's total income to IPPNW without Board approval.

**Section 8.4** Fundraising in affiliate's area: IPPNW shall inform any national affiliate in advance of fundraising plans in that affiliate's geographic area and shall make reasonable efforts to coordinate those activities with the pertinent affiliate or affiliates, with written agreements if necessary.

**Section 8.5** Expenses: The expenses of IPPNW shall include the maintenance of its principal office, the travel of officers in discharge of their affairs related to the organization, and any other activity or acquisition that furthers IPPNW's stated purposes.

## **Article 9** GENERAL PROVISIONS

**Section 9.1** Amending Constitution: This Constitution may be amended only by two-thirds vote of the International Council voting thereon by ballot on a form provided to each Councilor eligible to vote. Proposed amendments must be approved by the Board for submission and distributed for review by Councilors at least three (3) months before the next planned meeting of the International Council.

**Section 9.2** Official languages: English shall be the official and binding text.

**Section 9.3** Dissolution: In the event of dissolution of IPPNW, all its property shall pass to the World Health Organization or other organizations consistent with the provisions of section 2.9 as determined by the International Council or its designee to be used for activities connected with the aims mentioned in Section 2.1.

**Section 9.4** Headings: The underlined headings to sections and subsections of this Constitution are for identification purposes only and do not constitute or modify the text.