BYLAWS OF THE

INTERNATIONAL HEALTH ECONOMICS ASSOCIATION

ARTICLE 1: INTRODUCTION

1.1 Name

The name of the association is International Health Economics Association (the "Association").

1.2 Location

The registered office of the Association is at 502 W 7th Street, Suite 100, Erie, PA or any location in the Commonwealth of Pennsylvania as the Board of Directors of the Association (the "Board") shall determine.

In addition, the Association may maintain other offices, either within or without the Commonwealth of Pennsylvania, as its activities require.

1.3 Purpose

The Association has been incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, ("Pennsylvania Law") for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, for the following purpose:

To foster an inclusive global community of health economists, committed to strengthening the field, sharing ideas and resources, developing and applying economic theory and methods, and generating evidence for improved, equitable health and health care.

1.4 Funding

Operating funds of the Association are comprised of membership fees received from members, registration fees of its Congress and other events organized by the Association, and donations from individuals or organizations.

ARTICLE 2: MEMBERSHIP AND MEETINGS

2.1 Eligibility for membership and fees

Membership is open to any person or organization that agrees with the purpose of the Association and pays a membership fee. Membership fees are determined by the Board and may vary based on membership classification. Membership will begin on the date membership fees are paid and membership terms may be two (2) or four (4) years.

2.2 Classification of membership

The Board may designate different classifications of membership, including individual, university, or other organization. University and other organization memberships are able to designate a number of staff or students as individual members of the Association, such number to be set by the Board.

2.3 Voting rights of membership

All individual members shall have voting rights at member meetings.

2.4 Meetings of members

Meetings of members shall be held at a place, within or without the Commonwealth of Pennsylvania, as determined by the Board. A General Meeting of members shall be held during the Association Congress organized once every two (2) years. Meetings may also be held using a video or telephone platform if all members can simultaneously hear one another, can pose questions or make inputs, and can vote.

The Executive Director must notify members of the place, date and time of the meeting in writing (including via email) at least thirty (30) days before the meeting. The following business will be transacted at member meetings:

a. Board report on the Association's activities since the last member meeting;

b. Report on the Association's financial status; and

c. Member inputs on any issue related to the functioning and activities of the Association.

Member meetings shall be chaired by the President, or in their absence, another Officer designated by the President. A quorum shall be five percent (5%) of members.

A motion put to the meeting shall be decided by a show of hands or a poll if the meeting is held on an electronic platform. Decisions are taken by a simple majority of votes cast.

Special meetings of members may be called by the Board or by written request of at least five percent (5%) of members. The Executive Director must notify members of the place, date and time of the special meeting in writing (including via email) at least five (5) days before the special meeting.

2.5 Termination of membership

Membership is automatically terminated upon a member's death, dissolution, voluntary withdrawal or by expulsion.

A member may withdraw from the Association by emailing a withdrawal notice to the Executive Director. Any member that does not pay their membership fees within six (6) months after their membership renewal date will be assumed to have withdrawn.

A member may be expelled from the Association upon the affirmative vote of two-thirds (2/3rds) of the Board. At least twenty-eight (28) days before the Board vote, the member must be provided with written details of the case for expulsion. The member may present a defense in writing (including via email) addressed to the President at least fourteen (14) days before the Board vote. The Board will consider the case for expulsion and any defense submitted before its vote to expel the member.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Powers and responsibilities of the Board

The Board has full responsibility for the direction, management and control of the Association. Board functions and authority include:

a. Determining the strategic direction of the Association;

b. Determining conflict of interest policies and managing conflicts;

c. Appointing the Treasurer/Secretary;

d. Authorizing the opening of new bank and investment accounts;

e. Approving the annual operating budget and the budget for each Congress;

f. Setting membership fees and Congress registration fees;

g. Reviewing and approving the annual financial statements prepared by an independent accounting firm;

h. Overseeing the Association's activities and assuring they comply with the Association's purpose and Bylaws;

i. Appointing and overseeing the work of the Executive Director and Association Management team;

j. Establishing standing or ad-hoc committees and working groups as required;

k. Determining the location and dates of the Congress to be held every second year;

l. Appointing the Chair and co-Chair(s) of the Congress Scientific Committee; and

m. Approving amendments to the Association's Bylaws.

3.2 Composition of the Board

The Association aspires to geographic and gender diversity on its Board. The Board shall consist of a minimum of twelve (12) and a maximum of fifteen (15) members, comprising of:

a. Four (4) Officers, consisting of the President, President-Elect, Past President and Treasurer/Secretary (the "Officer Directors");

b. Two (2) Early Career Researcher (ECR) Directors, including one (1) from the Global North and one (1) from the Global South (the Board will indicate the countries in these categories before an election);

c. At least one (1) Director for each of the six (6) United Nations regions: Africa, Asia, Europe, Latin America and the Caribbean, Northern America, and Oceania, to promote geographic equity; and

d. Three (3) Directors who will be distributed across the United Nations regions to reflect the distribution of Association members. As this distribution will change over time, the Board shall specify which regions will have two (2) Directors and which will have one (1) Director before an election (the Directors in subsections b, c, and d being the "non-Officer Directors").

3.3 Elections of Directors

An election for non-Officer Directors shall be held at least once every two (2) years. All non-Officer Directors shall be elected by the members of the Association from the nominee list submitted by the Board Search Committee and approved by the Board. The candidate for each position receiving the highest number of votes from members will be elected. Where there are more than two (2) candidates for a position, the Instant Runoff voting system will be used and the candidate with the majority of votes in the final round will be elected.

Members of record eligible to vote will be determined as of the date that the link for ballots have been sent out.

3.4 Board Search Committee

The Board Search Committee shall:

a. Issue a call for nominations, including self-nominations, from Association members. All nominations must be accompanied by the written consent of the candidate.

b. Consult with regional and national health economics associations, and deliberate within the committee, to identify suitable candidates.

c. Submit a list of suitable candidates to the Board for final approval. There must be at least two (2) candidates for each position available, with gender diversity in the recommended candidates.

3.5 Nominee qualifications

a. A nominee for non-Officer Director must:

   i. Be an economist working on health and/or health care; and

   ii. Be a current Association member for at least two (2) years.

b. A nominee for President-Elect must:

   i. Be an internationally well-respected economist working on health and/or health care;

   ii. Be a current Association member for at least five (5) years, who has made important contributions to the Association by having served on the Board, a committee, and/or as a convener of a Special Interest Group;

   iii. Have networking skills and international connections; and

   iv. Be willing to be an active President and build programs for the Association.

3.6 Terms of Service

Each non-Officer Director shall serve a term of four (4) years from the beginning of the calendar year following the declaration of the ballot. Non-Officer Directors may be re-elected for an additional four (4) year term. If a non-Officer Director has been appointed to fill a vacancy for the remainder of an unexpired term, such non-Officer Director will be permitted to serve an additional eight (8) years through two (2) four (4) year terms.

Each Officer Director shall automatically become a Director upon their election, or re-election as an Officer. The term of the President, President-Elect, and Past President shall be two (2) years and the term of the Treasurer/Secretary shall be four (4) years.

3.7 Resignation, removal and vacancies

A Director may resign from the Board at any time by giving written notice to the President, or in the case of resignation of the President, to the Past President and President-Elect.

Directors may be removed by a two-thirds (2/3rds) vote of all members of the Board. An Officer Director who is removed as an Officer will automatically be removed as a Director.

In the event of any non-Officer Director vacancy before the expiration of their term, including for reasons of death, resignation or removal, the Board may choose to leave the position vacant or may appoint another member to serve for the unexpired term, giving priority to runner-up candidates in the previous election. The successor must have the same characteristics as the Director vacating the position, either being an early career researcher or being able to represent a particular world region.

3.8 Meetings

The Board shall meet at least twice in each calendar year, at a date, time, and place determined by the President, in person or electronically. If an electronic platform is used for live participation, all participants must be able to hear each other simultaneously; such participation constitutes presence in person.

Every Board meeting shall combine live participation with electronic voting. Directors may participate live, or, having provided notice under Section 3.9, may vote on any matter considered at the meeting by email to the Secretariat within 48 hours after the meeting concludes, subject to the following:

(i) Directors who do not submit an electronic vote within that period will be recorded as abstentions in the final vote;
(ii) a majority vote means a majority of the votes cast by all Directors then in office, excluding abstentions;
(iii) if there is no majority vote based on votes cast by all Directors then in office, the matter will be determined by a majority of the votes cast by the Directors present at the meeting; and
(iv) if there is no majority vote based on votes cast either by all Directors then in office or by the Directors present at the meeting, the matter will be referred to the Executive Committee for determination.

A quorum shall be at least 50% of Directors then in office participating live in the meeting, regardless of the number of Directors voting electronically under this Section. Withdrawals during a meeting do not defeat a quorum already established.

The President shall chair meetings of the Board and in the absence of the President, either the Past President or the President-Elect.

Except in cases of member expulsion or Director removal, matters shall be decided in accordance with this Section.

Minutes will record each Director's method of participation in the vote, be confirmed by Directors via email, and be posted to the Association's website.

3.9 Notice of Board Meetings

Written notice of a Board meeting shall be provided to all Directors not less than fifteen (15) days prior to the meeting. The notice shall confirm the method and deadline for casting an electronic vote. Directors intending to vote electronically under Section 3.8 rather than participate live shall notify the Secretariat no later than two (2) days before the meeting. The agenda and supporting documentation shall be circulated not less than five (5) days before the meeting.

Special meetings may be called at any time by the President, a majority of the members, or upon written request of forty percent [40%] or more of the Directors. Notice shall be provided at least two (2) days prior.

3.10 Actions by the Board Without a Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing, including by email transmission, which is sent with sufficient information to determine the sender's identity, and the writing or writings are filed with the minutes of the proceeding of the Board. Any such consent may be executed in counterparts.

3.11 Compensation

Directors shall not be remunerated by the Association for their work on the Board but may be reimbursed for reasonable expenses incurred to attend a Board meeting.

ARTICLE 4: COMMITTEES

4.1 Committees

The Board may establish standing committees of the Board and other committees to support achieving the purposes of the Association. The standing committees of the Association shall include the Board Search Committee, the Executive Committee, the Congress Scientific Committee, and the Finance Committee. The Board may establish other committees, which shall have the composition and responsibilities determined by the Board, as the Board deems necessary or advisable. The following shall apply to all committees established by the Board:

a. The Chairperson of a committee shall be appointed by the Board and at least one (1) Director shall serve on each committee.

b. Members of a committee shall be appointed from among Association members by a working group of the Board, which shall include the President and up to four (4) other Directors.

c. There should be geographic and gender diversity in the composition of committees.

d. A written Terms of Reference for each committee shall be approved by the Board, specifying the number, eligibility requirements and terms of members, and the responsibilities of the committee.

e. Committees shall regularly report to the Board, including presenting proposals and recommendations for review and approval by the Board.

4.2 Committee Powers

Any committee shall have and may exercise the power and authority granted to it by resolution of the Board, except that a committee, including the Executive Committee and any other standing committee(s), shall not have any power or authority to do the following:

a. Elect, appoint, or remove any Director or Officer;

b. Appoint or remove the Executive Director;

c. Adopt, amend, or repeal of the Articles of Incorporation or Bylaws;

d. Amend or repeal of any resolution of the Board; or

e. Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

4.3 Executive Committee

The Executive Committee shall consist of the Executive Director (as an ex-officio, non-voting member), the four (4) Officers, and up to two (2) non-Officer Directors. The Executive Committee shall be authorized to conduct such activities of the Association as may be necessary or appropriate, subject to the Board's general direction and the obligation to report to, and obtain ratification of, the full Board as appropriate. Minutes of Executive Committee meetings shall be circulated to all Directors within ten (10) working days of the meeting.

4.4 Finance Committee

The composition and responsibilities of the Finance Committee shall be prescribed by the Board but must include the Treasurer/Secretary as the chairperson of the Committee, at least one (1) other Director, and the Executive Director as an ex-officio, non-voting member. The responsibilities of the Finance Committee shall include developing and updating an investment policy for adoption by the Board and advising on the operations and Congress budgets and audited financial statements.

4.5 Board Search Committee

The Board Search Committee shall be chaired by the Past President and shall include at least two (2) other Directors and at least one (1) Association member who is not a Director.

ARTICLE 5: OFFICERS

5.1 Officers

The Officers of the Association shall be the President, Past President, President-Elect, and Treasurer/Secretary. The Officers may include such other Officers as the Board may determine by resolution. Each Officer must be a natural person at least eighteen (18) years of age and be a member of the Association.

5.2 Election

An election for President-Elect shall be held every two (2) years and the President-Elect shall be elected by the members of the Association from the nominee list submitted by the Board Search Committee and approved by the Board. The candidate for each position receiving the highest number of votes from members will be elected. Where there are more than two (2) candidates for a position, the Instant Runoff voting system will be used and the candidate with the majority of votes in the final round will be elected.

The Treasurer/Secretary shall be elected by a majority vote of the Board and must be a member of the Association and have financial management experience.

Directors shall be eligible for nomination for the office of President, notwithstanding the number of terms served as a non-Officer Director or as Treasurer/Secretary.

5.3 Terms of Service

The President-Elect, President, and Past President shall serve for a term of two (2) years. Upon completion of the President-Elect's term, such individual will succeed to the office of President. Upon completion of the President's term, such individual will succeed to the office of Past President. Upon completion of the Past President's term, such individual will no longer be eligible to serve on the Board or as an Officer.

The Treasurer/Secretary shall serve a term of four (4) years, and may be re-appointed for one additional four (4) year term.

5.4 Resignation, removal and vacancies

An Officer may resign at any time by giving written notice to the Board. Officers may be removed by a two-thirds (2/3rds) vote of all members of the Board. An Officer Director who is removed as an Officer will automatically be removed as a Director.

In the event of a vacancy in the President's office, either the Past President or President-Elect, as decided by the Board, shall assume the office of President for the remainder of the term.

In the event of any other vacancy in an Officer's role before the expiration of their term, including for reasons of death, resignation or removal, the Board may appoint another member to serve for the unexpired term, giving priority to runner-up candidates in the previous election.

5.5 President

The President shall have general charge and supervision of the business of the Association and shall exercise or perform all the powers and duties usually incident to the office of the President. The President shall preside at all meetings of the Board. The President shall from time to time make or cause to be made such reports of the affairs of the Association as the Board may require. The President shall be responsible to the Board for the application and implementation of policies adopted by the Board.

5.6 Past President

The Past President shall in the absence or disability of the President and along with the President-Elect, perform the duties and exercise the powers of the President. The Past President also shall have such powers and perform such duties as may be assigned to him or her by the Board.

5.7 President-Elect

The President-Elect shall in the absence or disability of the President and along with the Past President, perform the duties and exercise the powers of the President. The President-Elect also shall have such powers and perform such duties as may be assigned to him or her by the Board.

5.8 Treasurer/Secretary

The Treasurer/Secretary shall attend all sessions of the Board and record all the votes and minutes thereof in books to be kept for that purpose and shall perform like duties for the Executive Committee of the Board when required. They shall give, or cause to be given, notice of all meetings of the Board and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Association. The Treasurer/Secretary shall also have such powers and perform such duties as may be assigned to him or her by the Board or by the President.

5.9 Executive Director

An Executive Director may be employed by contract with the Association by the Board. The Executive Director shall have general charge of the management of the Association and oversee its day-to-day operations. The Executive Director may sign in the name of or on behalf of the Association any contract or agreement authorized by the Board and shall do and perform such additional duties as may be assigned by the Board and/or otherwise expressed in a management agreement.

The service term and remuneration of the Executive Director shall be determined by the Board. The performance of the Executive Director shall be evaluated by the Board at least every second year, and in the year in which the Executive Director's term ends. The Officers are empowered to extend or terminate the contract or management agreement, subject to prior approval of such action by the Board.

5.10 Secretariat

The Secretariat shall attend to the day-to-day needs of the Association. The Secretariat may be secured either by contract with an Association Management Company or direct contract with one or more persons with association management experience. The duties of the Secretariat shall be specified in a management agreement.

The service term and remuneration of the Secretariat shall be determined by the Board. The performance of the Secretariat shall be evaluated by the Executive Director and Board at least every second year, and in the year in which the Secretariat's term ends. Input to this performance evaluation shall be sought from the Board, committee members, and other Association members that regularly engage with the Secretariat, including conveners of Special Interest Groups. The Officers are empowered to extend or terminate the contract or management agreement with the Secretariat, subject to the prior approval of such action by the Board.

ARTICLE 6: FINANCIAL ISSUES

6.1 Uses of income and assets

The income and assets of the Association shall be applied solely to the purposes of the Association and no portion is to be paid or transferred to any Association member, Director, or committee member, other than for reimbursement of expenses incurred on Association business or on behalf of the Association and approved by the Board.

6.2 Fiscal year

The fiscal year of the Association shall be from 1 September to 31 August.

6.3 Reporting

The Treasurer/Secretary and Executive Director shall jointly be responsible for ensuring that:

a. True accounts are kept of all money received and spent by the Association, and assets and liabilities of the Association;

b. The Association's annual financial statements are drawn up and audited by a registered accountant; and

c. The audited financial statements are made available to Association members through the Association's website.

6.4 Dissolution

If upon dissolution of the Association there remain any funds or other assets after the satisfaction of all debts and liabilities, it must be transferred to one or several other tax-exempt organizations having purposes consistent with the purposes of the Association, as determined by the Board.

ARTICLE 7: INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Limitation of Liability of Directors and Officers

The members, Directors, and Officers of this Association shall not be personally liable for monetary damages for any action taken or failure to take any action other than as expressly provided in applicable law. It is the intention of this Section to limit the liability of such individuals to the fullest extent permitted by any present or future provision of applicable law.

This section shall not relieve a Director or Officer from liability for any breach of duty based upon an act or omission: (1) in breach of such person's duty of loyalty to the Association, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit. This section shall also not apply to: (1) the responsibility or liability of a Director or Officer pursuant to any criminal statute, or (2) the liability of a Director or Officer for the payment of taxes pursuant to federal, state, or local law.

7.2 Indemnification

The Association shall hold harmless, defend, and indemnify the members, Directors, and Officers, and may by a resolution adopted by the Directors hold harmless, defend, and indemnify employees and agents, of the Association when acting on behalf of the Association to the fullest extent permitted by applicable law.

7.3 Advancing Expenses

Expenses incurred by a person entitled to be indemnified under this Article shall be paid by the Association in advance of the final disposition of any action, suit, or proceeding upon receipt of: (a) a written affirmation by the person of their good faith belief that they have met the relevant standard of conduct required by applicable law; and (b) a written undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that they are not entitled to be indemnified by the Association.

7.4 Proceedings Initiated by Person Entitled to be Indemnified

The Association will not indemnify any individual for any liability incurred in a proceeding initiated (or participated in as an intervenor or amicus curiae) by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized by a resolution of the Board adopted by the Directors excluding any Directors seeking indemnification.

7.5 Insurance

The Association shall purchase and maintain insurance to secure its indemnification obligations.

ARTICLE 8: AMENDMENTS

8.1 Amendments

These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of a majority of the Directors then in office, at any meeting of the Board after notice to all Directors of that purpose.

The undersigned certifies that these above Bylaws were approved and adopted by the Board of the Association at its meeting held on August 5th, 2026, effective as of that date.

Virginia Wiseman

_____

Virginia Wiseman, IHEA President

Date: 08-14-2026

CERTIFICATE *of* SIGNATURE

REF. NUMBER
SQZED-QN6WS-TX2QX-QRYF5

DOCUMENT COMPLETED BY ALL PARTIES ON
13 AUG 2026 20:36:16
UTC

SIGNER	TIMESTAMP	SIGNATURE
VIRGINIA WISEMAN EMAIL V.WISEMAN@UNSW.EDU.AU SHARED VIA LINK	SENT 13 AUG 2026 14:37:42 VIEWED 13 AUG 2026 14:37:59 SIGNED 13 AUG 2026 20:36:16	 IP ADDRESS 49.180.16.186 LOCATION SYDNEY, AUSTRALIA