

# International Transplant Nurses Society (ITNS) Bylaws

## Article I—Name and Organization

### Section 1: Name

The name of this professional nurses' organization shall be **International Transplant Nurses Society ("ITNS")**.

### Section 2: Status

ITNS is incorporated as a nonprofit corporation under the Pennsylvania—Nonprofit Corporation Law of 1988, as amended ("PNCL"). As provided in its Articles of Incorporation, ITNS is organized exclusively for charitable, scientific and educational purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (the "Code")).

### Section 3: Office

The principal and registered office of ITNS shall be in Pittsburgh, Pennsylvania. ITNS may have such other offices as may from time to time be designated by the Board of Directors.

### Section 4: Mission Statement

*ITNS is committed to the promotion of excellence in clinical transplant nursing through the provision of educational and professional growth opportunities, interdisciplinary networking, collaborative activities, and nursing research.*

*In support of this mission ITNS has developed the first Scope & Standards for transplant nurses approved by the ANA. This document provides a foundation for transplant nursing that will require ongoing review and revision as the state of the art of transplant nursing continues to evolve.*

### Section 5: Logo

The ITNS logo and name is property of ITNS and shall be used, only with permission, by chartered, currently active, ITNS chapters and members in good standing with the organization.

## Article II—Goals

The goals of ITNS are:

- A. To provide a network for communication among professional nurses with a focus and commitment to transplantation.
- B. To provide a means of continuing education for professional nurses with a focus in transplant nursing.
- C. To examine new trends in transplantation affecting patient care and the clinical and functional role of the transplant nurse.

- D. To promote and support research in transplant nursing.
- E. To present the results of scientific transplant investigation among nursing and other healthcare professionals.
- F. To foster an awareness of ongoing ethical considerations in deceased and living organ donation in the areas of procurement, donations and recipient selection.
- G. To do all that is necessary and proper for the accomplishment of the proper and lawful purposes and objectives of ITNS.
- H. To maintain fiscal responsibility and establish stability in order to support the objectives of ITNS.

## **Article III—Membership**

### **Section 1: Categories**

ITNS shall have three member categories: *Registered Nurse Member*, *Associate Member* and *Lifetime Member*. No person shall be denied membership because of gender, age, race, national origin, political affiliation, sexual orientation or religious belief.

### **Section 2: Eligibility Qualifications and Privileges:**

Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in ITNS; (ii) shares interest in and supports the purposes of ITNS; (iii) abides by these bylaws and such other rules and regulations as ITNS may adopt; and (iv) meets such additional criteria as the Board of Directors may establish from time to time.

#### **A. Registered Nurse Member or International Equivalent**

Registered Nurse or International Equivalent Membership may be granted to any individual who is licensed to practice as a registered nurse or the international equivalent of such license (an "International Equivalent License"). A Registered Nurse or International Equivalent Member shall be entitled to all of the benefits of membership in ITNS, including being entitled to vote, hold office and serve on committees.

#### **B. Associate Member**

Associate Membership may be granted to any individual who is a professional involved in transplantation, for example: Licensed Vocational or Licensed Practical Nurse, Physician, Physician Assistant, Social Worker, Pharmacist, Dietician, or Technician, Psychologist, Therapist, Non -RN Organ Procurement Specialist or full time student enrolled in an accredited professional nursing program. An Associate Member shall be entitled to all of the benefits of membership in ITNS, except that an Associate Member shall not be entitled to vote or hold office, provided however, that each local Chapter of ITNS shall have the authority to permit Associate Members in its Chapter to hold office in that specific Chapter.

#### **C. Lifetime Member**

Lifetime Membership may be granted to any Registered Nurse or International Equivalent Member or Associate Member who has rendered distinguished service to the area of transplantation and to ITNS by election to such status by the affirmative vote of two-thirds (2/3) of the Board of Directors.

A Lifetime Member shall be entitled to all of the benefits of membership in ITNS, including being entitled to vote, hold office, (subject to certain limitations set forth in these bylaws) and serve on committees.

#### D. Other Membership Categories

The Board of Directors shall have the power to create additional categories of membership and to establish criteria for membership under such categories.

### **Section 3: Membership Application**

The Board of Directors shall from time to time adopt procedures to facilitate the consideration of applicants for membership in ITNS. The Board of Directors, or its designee, shall evaluate all applicants and determine, based upon the criteria set forth in these bylaws, whether individual applicants meet the necessary qualifications for membership. Qualified applicants shall become members of ITNS upon approval by the Board of Directors.

### **Section 4: Duration of Membership and Resignation**

Membership in ITNS is voluntary and nontransferable and shall terminate upon any of the following events:

1. Receipt by the Board of Directors of the written resignation of a member, executed by such member.
2. Death of a member.
3. Failure of a member to meet the applicable membership eligibility requirements set forth in these bylaws.
4. Failure to pay dues as set forth in Section 5 of these bylaws.
5. Any other cause as set forth in the Membership Termination Policy, as determined by a majority vote of the Board of Directors.

All rights and privileges of membership shall cease upon the termination of membership. No dues shall be refunded and any member resigning from ITNS shall be responsible for dues and assessments through the date of such resignation.

### **Section 5: Dues**

#### A. Amount

The annual dues for each membership category of ITNS shall be determined by the Board of Directors on an annual basis.

#### B. Failure to Pay

Members who fail to pay their dues by the due date of such payment shall be notified in writing. If payment is not made within thirty (30) days of the date of such notification, the membership of such member shall be subject to termination as set forth in Section 4 of these bylaws. In special circumstances, the Board of Directors may delay such termination.

### **Section 6: Membership Meetings**

#### A. Annual Symposium/General Assembly

The annual meeting shall be the Annual Symposium/General Assembly of the membership of ITNS. Such annual meeting shall be held at a date, time and place as determined by the Board of Directors. The purpose of the annual meeting shall be for the installation of officers and directors, for receiving the annual reports, and the transaction of other ITNS business as may properly come before the meeting

#### B. Special Membership Meetings

A special meeting of the members may be called for any reason by the President, by action of the Board of Directors or upon the written request of twenty-five percent (25%) of the voting members. The President shall determine the date, time and place for holding such meeting.

#### C. Notice

Notice of any annual or special meeting of the members shall state the time, date and place of the meeting and shall be given at least forty-five (45) days prior to the date of such meeting in the case of the annual meeting and at least twenty (20) days prior to the date of such meeting in the case of a special meeting, by notice delivered personally, by mail, or by facsimile or, if permitted by law, by electronic transmission to each Member entitled to vote at such meeting at his or her address as shown in the records of ITNS. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### D. Quorum

The members present at any meeting shall constitute a quorum.

#### E. Manner of Acting

The act of a majority of the members eligible to vote and present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

#### F. Voting

Every member entitled to vote at a meeting may vote on all items of business, including the election of directors, by ballot, by mail or, if permitted by law, by electronic transmission.

#### G. Proxy Voting

Every member entitled to vote at a meeting may vote by proxy, submitted either electronically, to the extent permitted by law, or in printed form. No proxy shall be valid after the expiration of eleven (11) months from date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three (3) years from the date of its execution.

### **Section 7: Local Chapters/National Representatives**

#### A. Local Chapters

The Board of Directors may charter local chapters, which shall be organized and operated in accordance with policy and procedures adopted by the Board of Directors from time to time. Members of local chapters must be current ITNS members in good standing.

## B. National Representatives

In those countries where it is challenging to charter a local chapter, ITNS has developed the National Representative (NR) role for members in these countries. Please refer to the National Representative Policy.

## Article IV—Board of Directors

### Section 1: Responsibilities

The Board of Directors shall have supervision, control, and direction of the affairs of ITNS, shall determine its policies or changes therein within the limits of these bylaws, shall actively execute the purposes, and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such resolutions, policies and procedures for the conduct of its business as shall be deemed advisable by the Board of Directors, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### Section 2: Members-Composition, Appointment, Powers and Qualifications

The Board of Directors shall consist of the following individuals:

- (a) The elected officers, including but not limited to, the President, President-Elect, President Emeritus, Secretary, and Treasurer.
- (b) A minimum of **five (5)** additional individuals, at **least one (1)** of whom shall be an **International Director** as described in these Bylaws.
- (c) The exact number of directors and the number of International Directors shall be determined by the Board of Directors from time to time. All nominees to the Board of Directors must have been a Registered Nurse or International Equivalent Member for at least one (1) year prior to being nominated. Other qualifications may be necessary as set forth in the individual board position descriptions.
- (d) An ITNS member in good standing.

### Section 3: Election and Voting

A list of candidates for each office nominated by the Nominating Committee and ballots shall be provided in writing, or by electronic means as permitted by law, to each voting member no less than one hundred and twenty (120) days prior to the date of the annual meeting. Completed ballots must be received by ITNS no later than sixty (60) days prior to the annual meeting. Ballots will be counted by the Executive Director within two (2) weeks following the final date permitted for receipt of completed ballots. The nominees will be notified of the election results within two (2) weeks following the end of the two (2) week period during which the ballots are counted. Announcement of the election results to the general membership shall occur any time prior to the annual meeting and installation of new officers. In the event of a tie, the Board of Directors will conduct a secret ballot prior to the annual meeting. All ballots shall be retained for at least thirty (30) days after the annual meeting and installation of officers.

### Section 4: Term

The President, President-Emeritus and President-Elect shall hold office for a term of one (1) year or until their successors have been elected and qualified. The Secretary shall hold office for a term of two (2) years or until his or her successor has been elected and qualified. The Treasurer shall hold office for a term of three (3) years or until his or her successor has been elected and qualified. All other Directors shall hold office for a term of two (2) years or until their successors have been elected and qualified. No Board member shall be elected to the same office for more than two (2) consecutive terms. Board members are obligated to fulfill the entire term of their elected position. The maximum number of consecutive years that a member may serve on the Board is seven (7) years.

#### **Section 5: Conflict of Interest Policy and Confidentiality Agreement**

ITNS is a professional nursing society with a governing Board of Directors which serves the organization on a strictly volunteer basis. Therefore, the Board of Directors shall adopt a conflict of interest policy, including an ethical statement and confidentiality agreement, to govern the actions of the Directors, the provisions of which, among other things, shall require each Director to disclose any actual or potential conflict between the Director's personal interest and his or her duty to ITNS. Any Director deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum. Any further action shall be determined in accordance with the conflict of interest policy.

#### **Section 6: Vacancies on the Board of Directors**

A. In the event a vacancy occurs in the office of President, the President-elect shall assume the duties of President.

B. In the event that a vacancy occur in any position other than the office of President, the vacancy may be filled for the balance of the term thereof by appointment by the Board at any regular or special meeting of the Board of Directors. Appointments to any vacant board position fulfilling an unexpired term for greater than half of the term shall constitute one (1) full term.

#### **Section 7: Meetings of the Board of Directors**

##### **A. Meetings**

The Board of Directors shall meet immediately before or after the annual meeting and no less frequent than bi-annually. In consultation with the Board of Directors, the President shall determine the exact time, date and location of meetings of the Board of Directors. Special meetings of the Board may be called by the President or any three (3) other Board members at any time.

##### **B. Notice**

1. Notice of any meeting of the Board of Directors with the agenda enclosed, shall be distributed to each member of the Board at least ten (10) days in advance of such meeting.

2. Meetings of the Board of Directors shall be communicated to the general membership at least six (6) weeks in advance. Meetings of the Board of Directors shall be open to the membership of ITNS. A written request to attend the meeting must be submitted to the President at least two (2) weeks prior to the meeting to ensure available space. ITNS shall not provide compensation for travel, lodging, or meals for anyone other than the Board of Directors.

#### **Section 8: Quorum**

A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. Board members may not vote by proxy.

### **Section 9: Voting**

Each member of the Board shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

### **Section 10: Board Member Absence**

Any Board member who is unable to attend a Board meeting shall notify the President and the Executive Director as to the reason for the absence. If a Board member is absent from one (1) Board meeting for reasons which the Board of Directors does not declare to be sufficient, a written letter of warning of intent to remove from office upon the next infraction, shall be issued to the Board member by the President. If a Board member fails to follow the above procedure, attends fewer seventy-five percent (75%) of the Board meetings held within a calendar year or misses two (2) consecutive Board meetings, such Director shall be deemed to have resigned his or her position. Such director shall have the right to appeal the deemed resignation to the entire Board of Directors. The appeal must be submitted in writing to the President within two (2) weeks of the event that causes the deemed resignation. The Director shall be reinstated only upon a majority vote of the Board of Directors (without the affected member). Such decision of the Board of Directors shall be considered binding.

### **Section 11: Compensation of Board of Directors Members**

Board members shall not receive any compensation for their service as member of the Board of Directors; however, the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may describe procedures for approval and payment of such expenses incurred by the Board of Directors.

### **Section 12: Resignation from the Board of Directors**

A Board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

### **Section 13: Removal from the Board of Directors**

At a special meeting of the Board of Directors, any Board member whose actions are deemed to not be in accordance with the mission statement of ITNS and/or these bylaws may be removed by majority vote of the Board of Directors.

### **Section 14: Meeting by Communications Equipment**

The Board of Directors, or any committee appointed by the Board of Directors, may take any action permitted or authorized by law, the Articles of Incorporation or these Bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

### **Section 15: Action by Written Consent**

The authority of the Board of Directors may be exercised without a meeting, if a consent in writing setting forth the action taken, is signed by all of the Board members entitled to vote with respect to the subject

matter thereof. Such consent may be signed by Board members in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute a single instrument. A Board member may deliver an executed counterpart of any such consent by mail, by facsimile or, if permitted by law, by electronic mail to ITNS. The action taken shall be effective upon the unanimous written approval of the Board of Directors and upon filing of the written approval with the records of the Board of Directors meetings.

## **Article V—Officers**

### **Section 1: Elected Officers**

The elected officers of this Society shall be the President, President-Elect, President-Emeritus, Secretary, Treasurer, Directors and International Director/s. Qualifications and duties of the officers, in addition to those described below, are set forth in the ITNS policy manual.

#### **A. President**

The President's term as President is preceded by a term as President-Elect and is followed by a term as President-Emeritus. The President shall be the principal officer of ITNS, shall preside at the meetings of the members of ITNS, and at meetings of the Board of Directors. The President shall be an ex-officio member of all committees, including standing, ad hoc and subcommittees, appointed by the Board of Directors. The President shall not have the right to vote on any matter that comes before any such committee, except that the President shall have the right to vote on any matter that comes before the Nominating Committee. The President shall be entitled to vote on ITNS Board business.

The President shall have the power to negotiate, enter into and execute contracts, agreements, leases, and instruments of indebtedness and instruments of investments for and in the name of ITNS pursuant to the appropriate resolutions of the Board of Directors and subject to the approval of the Board of Directors. The President shall also, at the annual meeting of ITNS, and at such other times as deemed proper, communicate to ITNS or the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of ITNS. The President shall consult as needed with legal counsel for ITNS, and shall perform other such duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

#### **B. President-Elect**

The President-Elect shall be elected annually and shall serve a one (1) year term or until his or her successor has been elected and qualified. The President-Elect shall succeed the President. The President-Elect may be delegated by the President to perform duties of the office of President, in the event of temporary disability or absence from meetings by the President, and shall have such other duties as the President or Board of Directors may assign. The President-Elect shall be entitled to vote on ITNS board business.

#### **C. President - Emeritus**

The President-Emeritus shall serve a one (1) year term following his or her term as President. The President-Emeritus may be delegated by the President to perform duties, in the event of temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign. The President-Emeritus shall be entitled to vote on ITNS board business.

#### **D. Secretary**

The Secretary is a 2 year term. The incumbent may run for 2 consecutive terms. The secretary shall prepare or cause to be prepared, minutes of all meetings of ITNS and distribute copies to the Board of Directors. The Secretary shall maintain records for the organization and keep the President informed of all correspondence. The Secretary shall notify all members of the Board of Directors; and members of the Society of meetings, in accordance with the bylaws. The secretary will also perform other duties as assigned by the President. The secretary shall be entitled to vote on ITNS board business.

#### E. Treasurer

The office of Treasurer is a 3 year term. The incumbent may run for 2 consecutive terms. The treasurer shall serve as the chief financial officer of ITNS working closely with the President, Board of Directors, Executive Director, book keeper, accountant, and/or legal council to ensure the financial integrity of the society. The Treasurer shall supervise the maintenance of all financial business and records and submit to the Board of Directors, quarterly and/or upon request an account of all transactions and the financial status of the Society. The Treasurer shall ensure that ITNS is in compliance with all United States laws and regulations regarding the reporting of non-profit status and tax submission. The Treasurer shall submit an annual financial report to the Board of Directors and membership at the annual meeting. Because ITNS is incorporated in the United States, and must abide by United States federal tax laws the treasurer shall be a resident of the United State. The Treasurer shall be entitled to vote on ITNS board business.

#### F. Director/s

Director positions are 2 year terms. The incumbents may run for 2 consecutive terms. The Directors (minimum of 4) shall perform such duties as agreed to, by the Board of Directors, and other duties as assigned by the President. These positions will be the Chairs of ad hoc committees as directed by the Board of Directors. Duties and responsibilities include, but are not limited to: marketing, chapter development, newsletter, education, and research. Specific qualifications and duties of each director position shall be defined in job descriptions as adopted by the Board of Directors. The directors shall be entitled to vote on ITNS board business.

#### G. International Director/s

The role of International Director is a 2 year term. The incumbent may run for 2 consecutive terms. The International Director positions (at least one (1) seat on the BOD) shall be occupied by non-United States residents. When there are two (2) or more international directors, at least one of these positions must be filled by an individual residing *outside of North America*. Any Registered Nurse or international equivalent Member residing outside of the United States may be nominated for this office. The focus of this position is the promotion of international relations, increasing international membership as well as providing educational offerings on an international level. The International Directors shall perform such duties as agreed to by the Board of Directors, and other duties as assigned by the President. The Board of Directors shall have the right to determine the number of International Director positions required to meet the needs of ITNS. The International Directors shall be entitled to vote on ITNS board business

#### H. Executive Director

The Board of Directors may employ an individual or firm to administer and manage the day-to-day affairs of the Society. The individual employed by ITNS for that purpose, or the individual designated by a firm contracted for that purpose, shall have the title of Executive Director. The scope, responsibilities, compensation, termination policy and other terms of employment shall be outlined in a contractual agreement. The Board of Directors shall have the authority to negotiate such contract annually.

### **Article VI—Committees**

## **Section 1: Standing, Ad Hoc and Subcommittees**

The Board of Directors shall annually appoint such committees, standing committees, ad hoc committees or subcommittees and their chairman as may be required by the bylaws or as the Board of Directors may find necessary. Duties of committee members and guidelines for committee operations, in addition to the duties and guidelines set forth below, are set forth in the ITNS policy manual.

### **Section 2: Standing Committees**

#### **A. Nominating Committee**

The President Elect shall serve as co-chair of the Nominating Committee. Committee membership shall be comprised of up to two (2) additional members of the current Board or Past Board of Directors Committee. The Nominating Committee shall present to the Membership a slate of at least one (1) nominee for each open position for election.

#### **B. Research Committee**

The Director of Research shall serve as Chair of the Research Committee. Committee membership shall be comprised of ITNS members in good standing of the Society, appointed or elected to the committee and approved by the ITNS Director of Research. Committee members shall have received formal course work in research design/methods and have experience in the conduct of research. The Research Committee shall be responsible for advising the Board and designated committees regarding research related matters of ITNS.

#### **C. Symposium Committee**

The ITNS Board shall serve on the symposium committee. Symposium co-chairs shall be appointed by the President, with advice from the Board. The Symposium co-chairs are responsible for development of a local planning committee, the educational program, and shall oversee the abstract submission and review process. An Abstract Review Committee shall be appointed, comprised of ITNS members in good standing, to participate in a blind review process of submitted abstracts. Committee members shall be appointed and approved by the ITNS Research and Education Directors.

#### **D. Past Board Member Committee**

The immediate past President-Emeritus shall chair the Past Board Member Committee for one (1) year following his or her term as President-Emeritus. The Past Board Member Committee shall be comprised of all past ITNS Board members. In the event the past President-Emeritus is unable to chair the committee a chair shall be appointed by the President and the Board of Directors for a term of one (1) year. The committee shall be responsible for the annual Transplant Nursing Excellence Award and other assigned projects as requested by the President and Board of Directors.

#### **E. Education Committee**

The Director of Education shall chair the Education Committee. Committee membership shall be comprised of ITNS members in good standing who are appointed by the Director of Education and approved by the Board of Directors. The purpose of the committee shall be to develop and or review educational symposia and materials for patients and transplant nurses.

## **Section 3: Ad Hoc Committee/ Special Interest Group Membership**

The chairperson of each ad hoc/special interest group committee shall be appointed by the President. A member of the Board of Directors shall be designated as a liaison to all committees chaired by a non-director. Committee members shall be comprised of voting members of ITNS appointed or elected to the committee and approved by the Board of Directors

#### **Section 4: Term of Office for Chairperson**

A non-Board of Directors chairperson shall serve a two (2) year term or until his or her successor is appointed or elected.

#### **Section 5: Committee Meetings**

Each committee shall meet as often as is necessary to perform its duties at such times and places as directed by its chairperson or by the Board of Directors. The committee may take any action permitted or authorized by law, the Articles of Incorporation or these Bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

A majority of the members of a committee shall constitute a quorum. A written report of committee activities shall be submitted to the Board of Directors prior to each Board of Directors meeting.

#### **Article VII—Fiscal Year**

The fiscal year of ITNS shall commence on the first day of January and shall end on the last day of December.

#### **Article VIII—Indemnification**

##### **Section 1: Mandatory Indemnification of Directors and Officers**

Subject to the provisions of the Articles of Incorporation, ITNS shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL) each director or officer (including each former director or officer) of ITNS who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of ITNS, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

##### **Section 2: Mandatory Advancement of Expenses to Directors and Officers**

ITNS shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or Officer of ITNS referred to in Section 1 of this Article VIII in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 1 of this Article VIII in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by ITNS in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by ITNS as provided in Section 4 of this Article VIII.

##### **Section 3: Permissive Indemnification and Advancement of Expenses**

ITNS may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of ITNS, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. ITNS may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 3 of this Article VIII in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by ITNS as provided in Section 4 of this Article VIII.

#### **Section 4: Scope of Indemnification**

Indemnification under this Article VIII shall not be made by ITNS in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification (i.e. gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

#### **Section 5: Miscellaneous**

Each director and officer of ITNS shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of ITNS and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of ITNS. Any repeal or modification of this Article VIII by the Board of Directors of ITNS shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

#### **Section 6: Definition of Authorized Representative**

For the purposes of this Article VIII, the term, "authorized representative" shall mean a director, trustee, officer, employee or agent of ITNS or of any corporation controlled by ITNS, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by ITNS or by any corporation controlled by ITNS, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of ITNS. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by ITNS.

#### **Article IX—Bonding**

At the direction of the Board of Directors, a Director, an Officer or employee of ITNS shall furnish, at the expense of ITNS, a fidelity bond, in such an amount, as the Board of Directors shall prescribe.

## **Article X—Parliamentary Authority**

All meetings of ITNS shall be conducted according to parliamentary law set forth in Robert's Rules of Order.

## **Article XI—Restrictions Regarding the Operations of ITNS**

### **Section 1: No Private or Political Beneficiaries**

In keeping with the statement of purpose of ITNS as set forth in its Articles of Incorporation, no part of the net earnings of ITNS shall inure to the benefit of, or be distributable to, its directors, officers, or any private individual, except that ITNS shall be authorized and empowered to pay reasonable compensation for services rendered to or for ITNS and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws

No substantial part of the activities of ITNS shall be carrying on propaganda, or otherwise attempting to influence legislation, and ITNS shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as authorized by the Code.

Notwithstanding any other provisions of the Articles of Incorporation or these bylaws, ITNS shall not carry on any activities not permitted to be carried on either by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation eligible to receive tax deductible contributions under Section 170(c)(2) of the Code.

In the event that ITNS shall be dissolved or wound up at any time, then all of the properties, monies and assets of ITNS remaining after provision has been made for payment of its known debts and liabilities as provided by law, shall be transferred exclusively to and become the property of such nonprofit funds, foundations or corporations as are selected and designated by the Board of Directors, and which shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any of its assets upon dissolution of ITNS.

### **Section 2: No Violation of Purposes**

In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause ITNS to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

### **Section 3: Books and Records**

ITNS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees. ITNS shall maintain at its principal office the original or a copy of its Bylaws including amendments to date certified by the Secretary of ITNS.

### **Section 4: Tax Records**

ITNS shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

## **Article XII--Use of Electronic Communication**

If permitted by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## **Article XIII--Amendments**

### **Section 1: Actions with Regard to Bylaws**

These Bylaws may be altered, amended or repealed and/or new Bylaws may be adopted at the annual meeting or at any special meeting duly called for the purpose of amending the Bylaws, by a majority vote of the Members voting in person or by proxy, whether by ballot or, if permitted by law, or by electronic transmission, provided that the substance of the alteration, amendment or repeal has been reviewed by the Board of Directors and submitted in writing to the membership not less than thirty (30) days prior to the date by which the same is to be considered.

### **Section 2: Procedure to Amend**

Proposed changes to these Bylaws which a proponent, who is an individual other than a Board member, wishes to be considered shall be submitted in writing carrying the proponent's signature to the Board of Directors for review. Any such changes which the proponent wishes to be considered at the annual meeting shall be submitted at least thirty (30) days prior to the date of the annual meeting.

### **Section 3: Effective Date**

Actions with regard to these Bylaws which have been approved as set forth in this Article XIII shall become effective at the conclusion of the annual meeting or special meeting of the members at which they are approved.

Adopted by the membership, February 20, 1993  
Revised by the Board of Directors, March 30, 1996  
Approved by the membership, May 18, 1996  
Revised by the Board of Directors, May 7, 1998  
Approved by the membership, September, 12, 1998  
Revised by the Board of Directors, March 2, 2000  
Approved by the membership September 2000  
Revised by the Board of Directors, June 7, 2002  
Approved by the membership September 21, 2002  
Revised by the Board of Directors, May 17, 2005  
Approved by the membership September 24, 2005  
Revised by the Board of Directors, May 9, 2007  
Approved by membership October 6, 2007  
Revision #1 by the Board of Directors February 2009  
Revision #2 by the Board of Directors April 2009  
Revision #3 by the Board of Directors August 2009  
Approved by the membership October 21, 2009