

ISN BYLAWS – Approved by ISN Council in November 2015 and by General Assembly extraordinary meeting in January 2016

The International Society of Nephrology (ISN) is registered in the state of New Jersey (USA) as a 501(c)3 not-for-profit organization, with EIN number 59-1776707.

Article I - Membership

1.01. Membership Classes

The Corporation shall have six (6) classes of members:

1.01.a. Members. An individual member shall be designated "Member of the International Society of Nephrology." Eligible for membership shall be any physician or scientist holding a doctoral degree, who has manifested a scientific or clinical interest in nephrology. He or she shall pay annual dues as determined by the Executive Committee, which includes a subscription to the Corporation's publications and other benefits as determined by the Council.

1.01.b. Joint Members. Joint Members shall be designated "Joint Members of the International Society of Nephrology". Eligible to joint membership at reduced collective dues shall be any group of up to ten (10) physicians or scientists in countries that are judged financially disadvantaged by World Bank figures, as determined by the Council. Each member of the joint membership group shall be eligible to vote. However the group shall otherwise be eligible to only one (1) set of membership benefits as determined by the Council, which must be shared among the members of the group.

1.01.c. Members in Training. A Member in Training shall be designated "Member in Training of the International Society of

Nephrology". Members in Training shall be less than 37 years old, and in support of their application shall provide evidence that they are currently part of a designated nephrology training program. Members in Training shall pay reduced annual dues or enjoy free membership, as determined by the Executive Committee, which includes an online subscription to the Corporation's publications and other benefits as determined by the Council. Members in Training shall be eligible to vote.

1.01.d. Emeritus Members. An Emeritus Member shall be designated "Emeritus Member of the International Society of Nephrology". Emeritus Members shall have been members for a minimum of ten (10) years and must have made an appropriate request to the Executive Director of the Corporation for cause, such as disability, retirement, hardship, etc. Emeritus Members shall be exempt from paying dues but they may choose to continue their subscription to the Corporation's publication(s) at a reduced rate. Emeritus Members shall be eligible to vote but cannot hold office.

1.01.e. Honorary Members. An Honorary member shall be designated "Honorary Member of the International Society of Nephrology." Honorary membership may be conferred upon any individual who has made contributions to ISN of exceptional merit, without being part of the nephrology community. Honorary Members shall be nominated by the Executive Committee and ratified by the Council. They shall pay no dues and will receive the Corporation's benefits free of charge. Honorary Members are eligible to vote but cannot hold office.

1.01.f. Corporate Members. A Corporate Member shall be designated "Corporate Member of the International Society of Nephrology." Corporate membership may be extended to any corporation, partnership, foundation, society, or other organization that has contributed to the Corporation annually a sum determined by the Executive Committee. Corporate membership includes

benefits as determined by Council. Corporate membership shall be authorized by the Council and be recognized annually in at least one (1) publication of the Corporation. Corporate Members cannot vote and cannot hold office.

1.01.g. Associate Members. Associate members are those who do not qualify for any of the preceding classes of membership, such as private citizens interested in kidney disease, or professionals such as nurses, dieticians, pharmacists, renal technicians or others. Dues for associate members will be less than those of full members, and will be determined by the Treasurer and Executive Committee. These members cannot vote and cannot hold office, but will have access to the Corporation's website and educational materials as determined by the Executive Committee.

1.02. Membership Dues. Each member shall renew annually. Dues are payable in advance, and will be considered to be in arrears after one (1) month from the Member's expiry date. All new members shall be liable for the full dues applicable to the 365 days from the day in which their application is accepted.

1.03. Termination of Membership.

1.03.a. Automatic Termination. Membership of Members, Joint Members, Corporate Members, and Associate Members terminates automatically when dues have not been paid for one (1) full month after expiry date, after having received a reminder one month prior to expiry date, a reminder on expiry date and a last reminder 2 weeks after expiry date.

1.03.b. Termination by Council. The Council may terminate the membership of a member of any class by a two-thirds (2/3)

majority decision. Prior to any such vote, the Council must notify the member of the grounds for the proposed termination and must provide the member with an opportunity to appear before the Council and to submit any writings or documentation in support of his or her position. A member whose membership is terminated under this provision is not entitled to any refund of dues paid, unless the Council otherwise determines.

1.04. General Assembly

The General Assembly consists of those members of membership classes eligible to vote, as described in Article 1.01. No other members are eligible to vote.

1.05. Meetings of the General Assembly

1.05.a. General Assembly Meetings. The General Assembly shall hold a business meeting after the first regular meeting of the Council at a Congress organized by the Corporation. The frequency of Congresses shall be determined by the Council.

Extraordinary meetings of the General Assembly at other nephrology meetings are also possible, and their frequency and time will be determined by Council upon proposal of the Executive Committee. These meetings can be held face-to-face or via the Internet (webinars etc.).

1.05.b. Quorum. Quorum for the conduct of member business shall consist of at least ten (10) members eligible to vote.

1.05.c. Notice of Meeting. Notice of the time and place of the General Assembly meeting shall be sent to members at least 30 days before the meeting.

1.05.d. Agenda and Minutes. The agenda for the General Assembly shall be distributed with the notice of meeting and shall be published on the Corporation's official website or in another official publication of the Corporation before the Congress.

Suggestions for additions to the agenda have to be made to the Council prior to its first regular meeting at the Congress. Minutes of the Meeting of the General Assembly shall be approved by the Executive Committee and be published on the Corporation's web site.

1.06. Actions of the General Assembly. At its meeting at the Congress, the General Assembly shall vote on:

1.06.a. Ratification of certain members of the Executive Committee as set forth in Article 4.01(d) and election of members of Council as set forth in Article 2.02.

1.06.b. Changes in the Bylaws as set forth in Article XIII.

1.06.c. Any other item of business which the Council brings before the General Assembly.

All decisions will be made by simple majority vote of those members present at the General Assembly eligible to vote. In case of a tie, the Chair has the deciding vote.

Article II - Council

2.0.1. Powers. The Council of the Corporation shall have general supervision of the business and affairs of the Corporation,

normally based on prior studies, discussions and recommendations made by the Executive Committee. The Council may delegate duties and authority as it deems necessary, and may define responsibilities and procedures consistent with the articles of incorporation and these By-laws. The Council's specific powers and duties include the following:

2.01.a. Approval of the method of counting the votes in elections for all positions in the Corporation. Such approval remains valid until changed by a subsequent Council decision.

2.01.b. Election of the President-Elect from members proposed by the Nominating Committee.

2.01.c. Ratification of the usual ascent of the President-Elect to President; subject to final approval by the General Assembly.

2.01.d. Ratification of the continuation between terms for the position of Treasurer and other Committee Chairs.

2.01.e. Ratification of the President's proposed appointments to the Executive Committee, subject to final approval by the General Assembly, as set forth in Article 4.01.

2.01.f. Involvement in strategic planning for the Corporation, in the context of the relevant Regional Board.

2.01.g. Participation in the implementation of ISN strategies by being involved in different programs and committees.

2.01.h. Involvement in the regular evaluation of all ISN programs.

2.01.i. Any other functions not otherwise designated by the By-laws.

Seats. The Council of the Corporation shall be composed of all the Officers and other Executive Committee members designated in

Article III, and 29 Councilors proposed by the Nominating Committee in accordance with Article 7.02 and elected by the General Assembly pursuant to Article 2.06. Chairs of all ISN committees and other individuals as designated by the President may participate in Council meetings as ex-officio, non-voting members.

2.03. Term of Office. Councilors shall normally be elected for three (3) consecutive two (2)-year terms. Councilors take office immediately after they are elected.

2.04. [Omitted.]

2.05. Vacancies. Any vacancy that may occur on the Council during a regular term by virtue of death, resignation, or disqualification may be filled by majority vote of the Executive Committee. Such an individual will serve the remainder of the unexpired term or until such time as a regular election is held. If the vacancy occurs at the time of the regular election, then the candidate from the same region who finishes as runner-up during the election will occupy the seat. Councilors elevated to office shall continue to serve their full 2-year term on the Council, until the next review.

2.0.6 Ballot to Elect Council. In accordance with Article 7.02, the Nominating Committee shall submit a list of at least 2 but optimally 3 candidates for each open seat on Council to the Executive Director, who shall cause the lists to be published or mailed to all voting members at least 30 days before the Congress together with a ballot form to be completed and submitted before or at the Congress. Acceptable voting responses may be received by mail, email, online, or facsimile. This ballot procedure shall be coordinated by the Executive Director and its staff. The result of the ballot shall be made public at the Congress.

2.07. Meetings. There shall be a meeting of the Council at the time of an ISN Congress and at every meeting of the American Society of Nephrology. Additional Special Meetings of the Council may be held on the recommendation of the majority of the Executive Committee members. Council meetings can be conducted via webinar (audio and materials are shared with all participants via Internet, interaction and Q&A are possible).

2.08. Notice, Agendas and Minutes. Notice of the time and place of Council meetings shall be given at least thirty (30) days prior to the meeting. The agendas for the meetings of the Council to be held at the time of the Congress shall be distributed thirty (30) days before the meeting. Additional items may be added, by the President, to the agendas and acted upon at the time of the meeting. The agendas for Special Meetings of the Council should be distributed at least thirty (30) days prior to the meeting, unless there is an emergency, in which event notice must be given at least five (5) days prior to the meeting. Decisions can be reached during Special Meetings only on items listed on the agenda, except in the case of urgent or unpredictable business. Minutes of the Council Meetings shall be distributed not later than 1 week after the meeting.

2.09. Quorum and Voting. Quorum for the conduct of the Council business shall consist of fifty percent (50%) of the total Council members eligible to vote, except as provided in Article 3.04.b. There shall be no proxy voting. Electronic voting via a secure system (email, certified online survey) is permissible for members of Council who participate in the meeting by telephone conference or similar electronic conference pursuant to Article 2.10. All decisions of the Council shall be made by simple majority vote of those present (in person or by telephone or electronic conference) unless otherwise specified in the Bylaws. The Chair of the meeting

shall have the deciding vote in case of a tie.

2.10. Participation by Electronic Means. One or more persons may participate in a meeting of the Council through conference telephone or similar communications equipment by means of which all participants can hear each other and communicate with each other.

2.11. Action by Consent. Any action that may be approved at a meeting of the Council may also be approved by a written consent by all members of the Council that sets forth the action and is signed by all members of the Council and filed with the Executive Director. Written consents may be signed by members of the Council in separate counterparts, which may be delivered to the Corporation by facsimile or electronic transmission.

2.12. Compensation. The Council members shall not receive compensation for their services on the Council, but may be reimbursed for expenses reasonably incurred on behalf of the Corporation, as funds are available and approved by the Executive Committee as described in the appropriate Policy.

2.13. Limitation of Liability. To the fullest extent permitted by New Jersey law now in effect and as amended from time to time, members of the Council and Executive Committee shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless (i) the Council or Executive Committee member has breached or failed to perform the duties of his or her office under the New Jersey Nonprofit Corporation Law, as amended (or any successor law), and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article shall not apply to (i) the responsibility or liability of a Council or Executive Committee member pursuant to any criminal statutes, or (ii) the liability of a

member of the Council or Executive Committee for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Article shall be prospective only, and shall not affect, to the detriment of any Council or Executive Committee member, any limitation on the personal liability of a Council member existing at the time of such repeal or modification.

Article III - Officers

3.01. Officers: The Officers of the Corporation shall be the President, President-Elect, Treasurer, Executive Director, and such other officers as the Council may, from time to time, authorize.

3.02. Duties of Officers. The officers shall have the following duties:

3.02.a. The President

3.02.a.i The President shall have the final responsibility for the administration of the Corporation, in constant coordination with the rest of Executive Committee. The President will always act in the best interests of the Society, and with the approval and support of the Executive Committee

3.02.a.ii. The President shall Chair the Council, the Executive Committee and the General Assembly. In any of these meetings, he/she shall have the deciding vote in case of a tie.

3.02.a.iii. The President shall propose the agenda items for respective meetings, with the support of the Executive Director and other members of the Executive Committee.

3.02.a.iv [Omitted]

3.0.2.a.v. The President shall speak on behalf of the Corporation and sign any position statements as approved by the Council. The President may designate other individuals to speak or approve on his/her behalf.

3.0.2.a.vi. The President shall propose:

- Names of candidates for Treasurer in accordance with Article 3.04.c.
- Names of two (2) Council representatives on the Executive Committee, in accordance with Article 4.01
- If the President so desires, names of occupants of the two (2) ad hoc positions (Presidential appointees) on the Executive Committee in accordance with Article 4.01.
- Names of the Committee chairs (excluding the Nominating Committee).
- Names of potential recipients of ISN prizes and awards

Except for the Nominating Committee, the President shall recommend the members of ISN committees, on the advice of the respective chairs and consultation with the President Elect, for approval by the Executive Committee.

3.0.2.b. The President Elect

3.0.2.b.i. The President-Elect shall preside at any official meeting which the President is unable to attend and shall fulfill the

responsibilities of the President should he or she be unable to discharge them. If both are unable to function, the next in line of succession shall be the Treasurer. The President-Elect shall perform such duties as may be designated by the President and the Council.

3.0.2.b.ii. The President-Elect shall appoint the Nominating Committee Chair, and nominate members of the Committee, for approval by the Council, as explained in Article VII.

3.0.2.b.iii. The President-Elect shall take office as President at the end of the Congress, or two years after his/her election if the Congress stops being a biennial one.

3.0.2.d. The Treasurer

3.0.2.d.i The Treasurer, after consultation with the President and appropriate administrative staff, shall be responsible for proposing an annual prospective budget to the Executive Committee and Council.

3.0.2.d.ii. The Treasurer shall oversee the implementation of the budget plan.

3.0.2.d.iii. The Treasurer shall supervise the receipt of all dues and other funds, payment of all obligations and debts and render a complete financial account to the Executive Committee, Council and General Assembly.

3.0.2.d.iv. The Treasurer shall ensure that the accounts of the Corporation are audited or reviewed annually by a legally authorized auditor or reviewer.

3.03. Term. The President and President-Elect shall serve for one (1) two (2)-year term. The Treasurer shall serve for up to three (3) consecutive two (2)-year terms.

3.04. Selection of Officers. The officers are selected as follows:

3.04.a. President. The President-Elect, at the end of the two-year term of office, takes office as President at the end of the Congress after ratification by the Council and General Assembly.

3.04.b. President-Elect. The Council elects the President-Elect from among three (3) candidates proposed by the Nominating Committee. All Councilors must be prompted to vote in the presidential election. The ballot shall be valid only if seventy-five percent (75%) or more of the Councilors have submitted their votes, but a majority of the votes cast is sufficient to elect the President-Elect. The votes shall be counted by a validated method that has been most recently approved by Council and is detailed in the Policies and Procedures of the Corporation.

3.04.c. Treasurer.

The President shall propose names of candidates for the position of Treasurer to the Executive Committee for its approval, subject to ratification by vote of the Council.

3.05. Interim Vacancies. Interim vacancies in any position may be filled on the recommendation of the Executive Committee, and such individuals shall serve until the next official meeting of the Council.

3.06. Compensation. Officers shall serve without compensation for their services on the Executive Committee, but may be

reimbursed for expenses reasonably incurred on behalf of the Corporation, as funds are available and approved by the Executive Committee as described in the appropriate Policy document.

Article IV - Executive Committee

4.01. Executive Committee. The Executive Committee shall be composed of (a) the Officers described in Article 3.02, (b) the Immediate Past-President, (c) the Programs Chair and the Education Chair, (d) two (2) Councilors in their second or third (2nd or 3rd) term proposed by the President with the particular intent of ensuring representation of the worldwide nephrology community on the Executive Committee, subject to approval of Council and the General Assembly, and may also include (e) two (2) other ad hoc members, who should usually be present or past Councilors or chairs of ISN Committees, proposed by the President with due explanation of the reasons for their proposal, subject to approval by the Executive Committee and Council as described in Article 3.02.a.vii. The ISN Executive Director shall be a non-voting member of the Executive Committee.

4.02. Powers and Duties of Executive Committee.

The Executive Committee:

4.02.a. Shall organize leadership retreats as deemed necessary for long-term planning of the activities of the Corporation.

4.02.b. Shall translate approved strategies into long- and short-term plans of action and budget commitments after consulting the relevant committee chairs, and the appropriate administrative staff. These plans should be approved by the Council before implementation.

4.02.c. Shall supervise the implementation of approved plans by respective committees and programs, and receive relevant reports.

4.02.d. Shall prospectively seek Council approval on the following actions:

4.02.d.i. Prospective annual budget.

4.02.d.ii. Forthcoming International meetings.

4.02.d.iii. Appointment of Treasurer

4.02.d.iv. Appointment of Editors and all Committee and Task Force chairs

4.02.d.v. Appointment, renewal and termination of external advisors to the Corporation.

4.02.d.vi. Granting ISN prizes and awards.

4.02.d.vii. Affiliation with other Societies, firms or organizations.

4.02.d.viii. Proposing termination of service of any member of the Executive Committee by vote of a majority of the remaining

members of the Executive Committee.

4.03. Limitation of Liability. Members of the Executive Committee shall have the benefit of the provisions of Article 2.13, relating to limitation of liability.

4.04. Term of Executive Committee Members. The term of Executive Committee membership of those who are Officers is described in Article 3.03 . Other members of the Executive Committee shall serve for one (1) two (2)-year term ending at the next Congress, except for the Chair of the Education Committee and the Chair of Programs, who shall serve for up to three (3) two (2)-year terms .

4.05. Interim Vacancies. Interim vacancies in any position may be filled by the Executive Committee, and such individuals shall serve until the next official meeting of the Council.

4.06. Quorum and Voting. The president shall call for physical or virtual (e.g. conference call) meetings of the Executive Committee as frequently as necessary. The President may invite any additional persons and appropriate administrative staff on an ad hoc basis, for reporting or consultation. Five (5) members of the Executive Committee shall constitute a quorum. The President, as Chair, has the deciding vote in case of a tie.

Actions of the Executive Committee may be ratified at the next official meeting of the Council.

4.07. Participation by Electronic Means. One or more persons may participate in a meeting of the Executive Committee through conference telephone or similar communications equipment by means of which all participants can hear and talk to each other.

4.08. Notice, Agendas and Minutes. Notification of the time and place of Executive Committee meetings shall be made by mail or facsimile transmission at least thirty (30) days prior to the meeting. The agendas for the meetings of the Executive Committee to be held at the time of the Congress should be distributed with the notice. New points can be added to the agendas and acted upon at the time of the meeting. The agendas for Special Meetings of the Executive Committee should be distributed with the notice of the meeting unless there is an emergency. Decisions can be reached during Special Meetings only on items listed on the agenda, except in the case of urgent or unpredictable business. Minutes of the Committee Meetings shall be distributed not later than 2 weeks after the meeting.

4.09. Roles and responsibilities of Executive Director

4.0.9.i. The Executive Director is the Executive Committee member who supervises the administration, and should report on all activities of the Corporation at regular intervals, to the Executive Committee, Council and General Assembly.

4.0.9.ii. The Executive Director and the staff team shall supervise the documentation of all ISN administrative policies and procedures, to be approved by the Executive Committee and Council.

4.0.9.iii. The Executive Director and the staff team shall solicit and receive annual reports from all Committee chairs.

4.0.9.iv. The Executive Director and the staff team shall keep a record of the structure of all ISN Committees and shall advise the President in order to avoid duplication or overlap.

4.0.9.v. The President and President Elect supported the Executive Director and the staff team shall supervise the involvement of Councilors in different ISN activities.

4.0.9.vi. The Executive Director and the staff team in consultation with members of the Executive Committee shall prepare the agenda for the Executive Committee, Council and General Assembly meetings, for approval by the President.

4.0.9.vii. The Executive Director shall observe the discipline of the Executive Committee, Council and General Assembly meetings and ensure the voting formalities. He/she shall ensure adequate taking and revision of the minutes by relevant parties.

4.0.9.viii. The President Elect, supported by the Executive Director and staff team oversees the process of election of Council and of the incoming President Elect. The vote counting method most recently approved by Council will be used. If there is need to change, an alternative method must be approved by the Executive Committee and Council before starting the ballot.

Article V - Programs

5.0.1. ISN shall provide its services through defined programs. All ISN activities will be approved by the Executive Committee and the Council.

Article VI - Committees

6.01. The ISN operation shall be organised into a network of committees with reporting lines leading to adequate representation at the level of the Executive Committee. Committees shall generally be advisory to the President, the Executive Committee and the Council, with the exception of the Nominating Committee (see Article VII). The procedure of establishing a committee, defining its mission, appointing its chair and members, and review of its performance, shall be regulated by the Policies and Procedures of the Corporation.

ARTICLE VII - Nominating Committee

7.01. Composition and Election of Nominating Committee. The Nominating Committee shall consist of one (1) member from each ISN Regional Board (usually the Chair of each RB). No more than two (2) of these members shall be immediate former Councilors or members of the previous Executive Committee. The Immediate Past-President shall also serve as a voting member of the Nominating Committee. Members and the Chair of the Nominating Committee are proposed by the President-Elect among Regional Board members, following the Congress at which the election of the President-Elect took place. The Council, by majority vote, may reject the list, but only once; in such case, a second list supplied by the President-Elect, which must contain at least three (3) new candidates, constitutes the official Nominating Committee without further action by the Council. In case of a subsequent vacancy or the inability of a member to serve, the President-Elect shall make a replacement appointment. The Nominating Committee, through its Chair, shall confer frequently with the President-Elect in the intervals between Congresses.

7.02 Powers and Duties of the Nominating Committee.

7.02.a. The Nominating Committee shall be informed by the Executive Director which are the open seats on Council.

7.02.b. Members of the Nominating Committee are expected to hold appropriate consultations with the nephrology community within their region, particularly the Regional Boards, the affiliated societies and Councilors to bring forward names to be considered as candidates for the Council and President-Elect. Every candidate for Council and President-Elect must be a member in good standing of the Corporation, and every candidate for President-Elect must be a present or former member of the Executive Committee or Council. Candidates shall be selected as individuals on the basis of their contributions to the progress of global nephrology, their leadership skills and commitment to the ISN. The composition of the Council shall reflect the various disciplines and geographic diversity of the Corporation with due consideration to the number of members in each region. The names and curricula vitae of candidates shall be submitted by the members of the Nominating Committee to its Chair who shall distribute the complete material to all Committee members.

7.02.c. At a meeting of the Nominating Committee, the number of candidates shall be reduced to three (3) for the position of President-Elect, three (3) for each open seat on Council (with the option of reducing to two (2) if a particular position has a very limited number of candidates, and a number of nominees for other positions if requested by the President. The Chair of the Nominating Committee shall submit the list of proposed candidates together with a brief CV to the Executive Director.

Article VIII - Agents and Staff

The Council may appoint agents and staff who shall have such authority and perform such duties as may be prescribed by the

Council. The Council may remove any agent or staff at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights, wherever possible. The Council may delegate to the President and/or the Executive Committee its authority to appoint agents and staff, subject to such limitations as the Council may impose.

Article IX - Free Circulation of Scientists

The Corporation, in all its activities shall follow the overall principles outlined by the International Council for Science (ICSU) regarding the universality of science.

Article X Indemnification

10.01. Right to Indemnification

To the fullest extent permitted by the laws of New Jersey in effect at the time of such indemnification, the Corporation shall indemnify any person who was or is a party or is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including action by or in the right of the Corporation, by reason of the fact that such person is or was a Council member, Executive Committee member, officer, or agent of the Corporation, or, while a Council member, Committee member, officer, employee or agent of the Corporation, is or was serving

at the request of the Corporation as a member, director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such threatened, pending or completed action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

10.02. Advance of Expenses

The Corporation shall pay expenses incurred by a Council member, Executive Committee member or officer, and may pay expenses incurred by any other agent, in defending a civil or criminal action, suit or proceeding 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 the Corporation.

10.03. Reliance upon Provisions

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

10.04. Procedure for Determining Permissibility

To determine whether any indemnification or advance of expenses under this Article is permissible, the Council by a majority vote

of a quorum consisting of Council members not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses, shall be required to determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Council members so directs. The reasonable expenses of any Council member, Executive Committee member, officer, employee or agent in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the Corporation.

10.05. Modification or Repeal

No modification or repeal of any provision of this Article shall affect, to the detriment of the Council member, Executive Committee member, officer or employee, the obligation of the Corporation to indemnify or to advance expenses in connection with a claim based on any act or failure to act occurring before such modification or repeal. Any repeal or modification of any provision of this Article shall be prospective only, and shall not affect, to the detriment of any such person, any limitation on the personal liability of any such person, existing at the time of such repeal or modification.

10.06. Indemnification Not Exclusive; Inuring of Benefit

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Council members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, shall inure to the benefit of the heirs,

executors and administrators of any person, and shall continue as to each such person who has ceased serving the Corporation.

10.07. Insurance, Security and Other Indemnification

The Council shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by applicable law.

Article XI - Fiscal Year and Term

11.01. Fiscal Year

The financial year of the Corporation extends from January 1 to December 31.

11.02 Term

"Term" as used in these Bylaws is defined as the period of two (2) years, typically between two (2) Congresses organized by the

Corporation unless otherwise specified in these Bylaws.

Article XII - Conflict of Interest

Members of the Corporation shall abide by the Code of Ethics and transparency policy as set by the Executive Committee and approved by Council.

Article XIII – Amendments

Amendments to the Bylaws may be proposed in writing by a majority vote of the Executive Committee. The amendments must be circulated at least thirty (30) days in advance of any official meeting of the Council. The amendments must be acted upon at the next official meeting of the Council. The notice of such an official meeting shall contain an announcement, text, and explanations of the proposed amendment or amendments. Proposed amendments shall require for their adoption an affirmative vote of two-thirds (2/3) of the Council members present and, thereafter, a majority vote of those present at a meeting of the General Assembly.

Voting and/or ratification is allowed by face-to-face meetings or by electronic means.