



international
stillbirth alliance

BYLAWS OF
INTERNATIONAL STILLBIRTH ALLIANCE
A MISSOURI USA NOT FOR PROFIT CORPORATION
Version: 3 - January 2018
Amendments approved by vote at the ISA General Assembly

Content

Contents

- ARTICLE I: GOVERNING LAWS4
 - 1.1 Name.....4
 - 1.2 Introductory Definition of Bylaw4
 - 1.3 Purposes and Powers4
 - 1.4 Offices4
- ARTICLE II: INTERPRETATION5
 - 2.1 Definitions5
 - 2.2 Interpretation6
- ARTICLE III: OBJECTIVES6
 - 3.1 Objectives.....6
 - 3.2 Collaboration6
 - 3.3 Understanding7
 - 3.4 Prevention8
- ARTICLE IV: POWERS8
 - 4.1 General Powers8
 - 4.2 Restrictions on use of income or property9
- ARTICLE V: MEMBERSHIP9
 - 5.1 Membership9
 - 5.2 Full Membership.....9
 - 5.3 Associate Membership..... **Error! Bookmark not defined.**
 - 5.4 Validation of Memberships 11
 - 5.5 Cessation of Memberships 11
- ARTICLE VI: GENERAL ASSEMBLIES AND CONCERENCES 12
 - 6.1 Conferences 12
 - 6.2 Venue of the General Assembly..... 12
 - 6.3 Notice of the General Assembly 12
 - 6.4 Proceedings at the General Assembly 12
 - 6.5 Duties of the General Assembly 13
 - 6.6 Election of ISA Board 13
 - 6.7 Alterations of Bylaws..... 15
 - 6.8 Election of Nomination Committee 15
 - 6.9 Voting at General Assembly 16
 - 6.10 Written Resolution 16
- ARTICLE VII: BOARD 17
 - 7.1 Powers and Duties of Board 17
 - 7.2 Proceedings of Board..... 19
 - 7.3 Voting at Board Meetings 20
 - 7.4 Committees..... 20
 - 7.5 Written Resolutions..... 21
 - 7.6 Meeting by Electronic Communications 21
 - 7.7 Notices 22
- ARTICLE VIII: CONFLICT OF INTEREST POLICY 22

8.1	Purpose	22
8.2	Definitions	23
8.3	Procedures	23
8.4	Records of Proceedings	25
8.5	Compensation	25
8.6	Annual Statements.....	25
8.7	Periodic Reviews	25
8.8	Use of Outside Experts	26
ARTICLE IX: FISCAL POLICIES		26
9.1	Fiscal Year	26
9.2	ISA Accounts	26
9.3	Accounts held by Member Organizations	26
ARTICLE X: MISCELLANEOUS PROVISIONS		27
10.1	Applicable Law.....	27
10.2	Dispute Resolution	27
ARTICLE XI: DISSOLUTION.....		27
11.1	Dissolution of ISA	27
11.2	Remaining property	28
ARTICLE XII: Indemnification and Insurance		28
12.1	Indemnification and Insurance.	28

ARTICLE I: GOVERNING LAWS

1.1 Name

1.1.1 The name of the organization is International Stillbirth Alliance (hereinafter called “ISA”).

1.2 Introductory Definition of Bylaw

1.2.1 These Bylaws constitute the code of rules adopted by the not for profit corporation International Stillbirth Alliance (ISA), for the regulation and management of its affairs.

1.3 Purposes and Powers

1.3.1 ISA shall have such purposes or powers as stated in its Articles of Incorporation. ISA shall also have such powers as are now or may be granted hereafter by current or any successor legislation; provided that such powers may be exercised only in furtherance of the purposes of ISA as stated in its Articles of Incorporation and consistent with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code (hereinafter called the “Code”), as from time to time amended.

1.4 Offices

1.4.1 The Corporation shall have and continuously maintain a Registered Office in the State of Missouri and a Registered Agent at such office. In addition, ISA may maintain other offices either within or without the State of Missouri.

1.4.2 Regional Offices of ISA may be established to help carry out the mission of ISA and become an operational arm of ISA in its region. The ISA Regional Office subscribes to the ISA bylaws and shares the objectives of ISA. Establishment of ISA Regional Offices must be approved by the ISA General Assembly.

To be approved as an ISA Regional Office, the following requirements must be met:

1.4.2.1 The ISA Regional Office must function according to 501(c)(3) non-profit guidelines.

1.4.2.2 The ISA Regional Office must have a high standard of governance by formal Committee with members representing a minimum of two ISA member organizations within that region.

A memorandum of understanding between the Regional Office and ISA describing the responsibilities of both parties which is approved by the Regional

Office Committee and the ISA Board is required prior to formal approval of an ISA Regional Office.

Regional Offices are represented at the ISA Board as observers with the right to speak.

For the purposes of the Bylaws a Region is defined as two or more countries within a defined geographical area.

ARTICLE II: INTERPRETATION

2.1 Definitions

- I. “Member Organization” means an organization that shares the interests and goals of ISA and has met membership requirements to the satisfaction of the Board.
- II. “Individual member” means an individual who shares the interests and goals of ISA and has met membership requirements to the satisfaction of the Board.
- III. “Regional Office” means an office that is organized as an autonomous organizational entity, carries out the same intent and mission alignment in its work as ISA and is governed in accordance with good practices of non-profit organization, including audited financial statements and an annual strategic plan with a governing body with minimum of two member organizations represented.
- IV. “General Assembly” means the meeting of Member Organizations and Individual Members being the governing body of ISA.
- V. “Chair” means any person appointed as the Chair of the ISA Board by the General Assembly pursuant to Clause 6.6
- VI. “Board” means the body of persons referred to in Clause 8.
- VII. “Alternate Board Member” means a person selected as a replacement Board member in the event a Board member is unable to complete their term.
- VIII. “Delegate” means a person or persons appointed by a Member Organization of ISA to represent that organization.
- IX. “Prohibited Organization” is an association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on ISA under Clause 4 of these Bylaws.
- X. “ISA” means International Stillbirth Alliance.

2.2 Interpretation

- 2.2.1 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or producing words in a visible form.
- 2.2.2 For the purposes of these Bylaws references to male shall include female, and vice versa.

ARTICLE III: OBJECTIVES

3.1 Objectives

- 3.1.1 ISA is organized exclusively for charitable, scientific, educational and collaborative purposes.
- 3.1.2 The main objective of ISA is “Collaboration for understanding and prevention of stillbirths and to improve care for parents who have a stillbirth.”
- 3.1.3 The mission of ISA is to raise awareness of stillbirth and to promote global collaboration in the prevention of stillbirth and provision of appropriate care for parents whose baby is stillborn.
- 3.1.4 The vision of ISA is to reduce the risk and incidence of stillbirth and to enhance bereavement care of families who experience stillbirth through public awareness initiatives, community engagement, development and promotion of best clinical practice standards and facilitating high quality collaborative research.
- 3.1.5 The following aims and objectives are to be interpreted in a wide and liberal manner and shall not (except where otherwise expressly stated) be limited or restricted by reference to or inference from any other provision in these Bylaws or the name ISA.

3.2 Collaboration

- 3.2.1 ISA provides a forum for international collaboration for better understanding and prevention of stillbirths.
- 3.2.2 ISA promotes international collaboration between medical and academic professionals, families experiencing stillbirth and their representative and charitable organizations.
- 3.2.3 ISA provides the forums to meet and build networks, share information and knowledge, experience, culture and history. ISA hosts a regular conference or meeting (preferably each year) in collaboration with one of our Member

Organizations, and supports the organization of other regional, national or international meetings that include a focus on stillbirth.

3.2.4 ISA welcomes those sharing its philosophy as Member Organizations or as individual members. Our Member Organizations respect the diversity of approaches to reach our common goals, sharing ISA as a non-profit, non-religious and non-political forum for collaboration.

3.2.5 ISA is a democratic and transparent organization, run by the Board and working groups comprised of member organizations and individual members from different countries. The ISA board is elected by our member organizations and individual members at the annual General Assembly. The bylaws, finances and decisions made by ISA Board and committees are all documented and publicly available.

3.2.6 ISA will follow Roberts Rules of Order.

3.3 Understanding

3.3.1 ISA strives for understanding of stillbirths in the broadest sense: research to understand why stillbirths occur, how they may be prevented, and how to provide optimal care for those affected; but also in terms of promoting understanding and awareness about stillbirth by the public and society.

3.3.2 ISA sees the vast need for more research to understand stillbirths, and supports in particular research that can provide knowledge of international interest, of academic excellence, and with regional, national or international collaboration.

3.3.3 ISA works to make stillbirth research a priority for organizations funding research.

3.3.4 ISA work to facilitate the development and implementation of international standards with regard to the definitions and management of stillbirths.

3.3.5 ISA represents all its member organizations and individual members. As an organization ISA does not conduct or sponsor any specific research projects.

3.3.6 ISA works for the formation and development of non-profit organizations working to increase and spread understanding and awareness of stillbirth in their communities and society, providing support for affected families, and working for recognition of stillbirth parents as parents and their loss as the loss of their child.

3.3.7 ISA provides a forum for organizations to learn from each other, and a central source for knowledge-based information on stillbirths.

3.3.8 ISA works against myths and beliefs about stillbirths and its prevention that are not based on knowledge, and against profiteering of any kind based on the fear of expectant parents, and not on knowledge.

3.4 Prevention

3.4.1 ISA sees that even in fields where knowledge is already good, the international delivery of health care to prevent stillbirths leaves much to be desired. In low-income countries, vast improvements could be achieved at very low cost compared to health care expenses in developed countries. In high-income countries, important improvement opportunities are available at very low cost compared to the price paid today.

3.4.2 ISA works for the implementation of evidence-based preventive measures both within health care systems as well as towards the public in general, and expectant parents in particular.

3.4.3 ISA works for improved quality of care for affected parents, both in health care and through parental organizations, for the prevention of recurrence and reduction of long term effects of having experienced a stillbirth.

ARTICLE IV: POWERS

4.1 General Powers

4.1.1 Solely for the purpose of carrying out the aforesaid objects and not otherwise, ISA shall have the following powers.

- I. To print and publish any newspapers, periodicals, books or leaflets that ISA may deem desirable for the promotion of its objectives.
- II. To enter into any arrangements with any Government or authority, Commonwealth, State, municipal, local or otherwise, that may seem conducive to any ISA objective and to obtain from any such Government or authority any rights, privileges and concessions which ISA may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- III. To take steps by personal or written appeals, public meetings or otherwise, for the purpose of procuring contributions to the funds of ISA in the form of donations, annual subscriptions or otherwise.
- IV. To provide funds for ISA Board members, officers, Member Organizations or others (whether absolutely or by way of loan, guarantee or other financial accommodation) to use to further the objectives of ISA following notification by the Board Treasurer that these funds are available to ISA either through the approved budget or as an out of budget expense that has been approved by the Board.

- V. To do all such things as are in the opinion of ISA incidental or conducive to the exercise of the above powers in furtherance of ISA's objectives.

4.2 Restrictions on use of income or property

4.2.1 All income and property of ISA shall be applied only towards the promotion of the aims and objectives of ISA as contained in these Bylaws.

4.2.2 Except as provided in clause 4.1 of these Bylaws, no portion of the income or the property of ISA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Member Organizations or individual members of ISA, except:

- I. The payment in good faith or remuneration to any officer, servant or member of ISA in return for any service actually rendered to ISA or for goods supplied in the ordinary and usual way of business;
- II. The payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the member Organization(s) on money borrowed from any Member Organization or Individual Member of ISA; or
- III. The payment of reasonable and proper rent for premises demised or let by any Member Organization or Individual Member to ISA.

4.2.3 Except as provided in clause 4.1 of these Bylaws, no remuneration, salary, fees or other benefit in money or money worth shall be paid or given by ISA to any Board Member of ISA except:

- I. The reimbursement of reasonable expenses incurred while undertaking activities furthering the objectives of ISA;
- II. The payment for goods supplied in the ordinary and usual way of business.

ARTICLE V: MEMBERSHIP

5.1 Membership

5.1.1 Membership of ISA can take two forms, i) organizational membership and ii) individual membership.

5.1.2 Forms of ISA organizational membership are:

- I. Full Membership,
- II. Associate Membership

5.2 Full Organizational Membership

5.2.1 Organizations are eligible for Full Organizational Membership of ISA provided that they have the following:

5.2.1.1 Bylaws, or a document which preferably includes a mission statement or aims of the organization, the method of self government and government or official recognition, if applicable;

5.2.1.2 Share ISA's goals, and engage a significant portion of their activities to create better understanding, collaboration and prevention of stillbirths;

5.2.1.3 A list of officers (e.g. Chair, secretary, treasurer and other members);

5.2.1.4 An indication through newsletters or other communications, of their activities relating to stillbirth.

5.2.2 Full Member Organizations are entitled to:

I. Send one Nominated Delegate to the General Assembly with the powers to submit one vote on matters decided by the General Assembly.

II. Send an unlimited number of Observers to the General Assembly.

III. Name up to two nominees to be considered for the ISA Board by the General Assembly.

IV. Receive any general communication from the ISA Board (example: newsletters).

5.2.3. National versus Regional Membership

I. Where there is a national organization that is a member of ISA, member organizations of that national organization are not eligible for membership as a Member Organization of ISA.

II. Where an organization is already a Member Organization and their national organization joins ISA they may continue as a Member Organization for a five (5) year period.

5.3 Individual Membership

5.3.1 Individuals are eligible for Individual Membership of ISA provided that they share ISA's goals and undertake activities to create better understanding, collaboration and prevention of stillbirths;

5.3.2 Individual Members are entitled to:

I. Attend the General Assembly with the power to vote on matters decided by the General Assembly.

II. To be considered for the ISA Board by the General Assembly.

- III. Receive any general communication from the ISA Board (example: newsletters).

5.4 Validation of Memberships

- 5.4.1 Applications for membership are decided by the Board, and decisions may be appealed to the General Assembly.
- 5.4.2 Applications are validated by formal notification from the Board and by payment of the annual subscription fee, unless this is to be waived.

5.5 Cessation of Memberships

- 5.4.1 A Full Member Organization or Individual Member may resign their membership of ISA at any time by giving notice in writing to the ISA Secretary.
- 5.4.2 A Member Organization that has resigned its membership of ISA or that is expelled under this clause shall continue to be liable for any sum for which it is liable under Clause 11.2 of the Bylaws.
- 5.4.3 Subject to clause 5.5.4, ISA shall have power by special resolution of the Board to censure, suspend or expel any Member Organization or Individual Member from ISA if the Full Member Organization or Individual Member:
 - I. Refused or neglected to comply with the provisions of the Bylaws of ISA; or
 - II. Is guilty of any conduct which in the opinion of the Board is unbecoming of a Full Member organization/Individual Member or prejudicial to the interest of ISA.
 - III. Ceases to communicate and participate with ISA.
 - IV. If a member organization ceases to be an active organization
 - V. Ceases to qualify for membership in accordance with these Bylaws and the purpose of ISA.
- 5.4.4 In the case of any proposed special resolution under Clause 5.5.3:
 - I. The Member Organization or Individual Member concerned must be given notice of such meeting and the reason given for the proposed cessation of membership and of the intended special resolution at least one month before the meeting of ISA at which the proposed special resolution is to be voted on.
 - II. The Member Organization or Individual Member shall be given the opportunity to provide any oral or written explanation or defense at the meeting of ISA before the voting on the special resolution.

- III. The Member Organization or Individual Member concerned shall not vote on the special resolution.
- IV. If the special resolution passes, the Member Organization or Individual Member concerned shall be expelled.
- V. The Member Organization or Individual Member may appeal the Board's decision to the general Assembly.

ARTICLE VI: GENERAL ASSEMBLIES AND CONCERENCES

6.1 Conferences

- 6.1.1 It is the intent of ISA that a regular conference be convened. In any case there should not be a period of more than 30 months between conferences. Where possible an ISA International Stillbirth conference or meeting will be held by ISA every calendar year. Where possible this will be organized in conjunction with a host Member Organization approved by the Board.
- 6.1.2 The ISA International Stillbirth conference will be organized in accordance with any guidelines, which may be issued from the Board from time to time.

6.2 Venue of the General Assembly

- 6.2.1 A General Assembly of ISA shall be held every year, the venue and time to coincide where possible with the ISA International Stillbirth conference.

6.3 Notice of the General Assembly

- 6.3.1 Notice of every General Assembly shall be given to every Member Organization and Individual Members at least one month in advance.

6.4 Proceedings at the General Assembly

- 6.4.1 No business shall be transacted at any General Assembly unless a quorum of Member Organizations or Individual Members is present at the time when the meeting proceeds to business.
- 6.4.2 A quorum is five (5) Member Organizations of ISA and five (5) Individual Members.
- 6.4.3 The Chair shall preside at every General Assembly of ISA. If the Chair or Vice chair are not present within fifteen minutes of the commencement time a substitute Chair will be nominated from the Board.

6.4.4 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, provided that:

- I. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- II. It shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting, however if the meeting is adjourned for sixty (60) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

6.5 Duties of the General Assembly

6.5.1 Without limiting the foregoing the following items of business shall be dealt with and shall be deemed ordinary business by the General Assembly:

- I. Minutes of the previous General Assembly meeting;
 - II. Consideration of the report of Board Members;
 - III. Elect the Chair and Board (see 6.6);
 - IV. Pass any resolutions which would alter the Bylaws;
 - V. Elect the Nomination Committee for the following year's General Assembly;
 - VI. Approve the Board's budget for the coming year(s) and receive the annual financial reports from the Board;
 - VII. Examine the accounts required to be provided to the General Assembly under clause 8 of the Bylaws;
 - VIII. Discuss any other business deemed important by the Board.
- 6.5.2 All other types of business transacted at an ordinary general, annual general or special general meeting of the members shall be deemed special business.
- 6.5.3 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has passed or failed and the entry in the minutes of the number of the members recorded in favor of or against such deem resolution.

6.6 Election of ISA Board

6.6.1 Individuals may be nominated for election to the ISA Board who meet the following criteria:

- I. Nominees are either recommended by a Member Organization or can nominate themselves as Individual Members:
 - II. Nominees should have demonstrated commitment to the vision and objectives of ISA;
 - III. Nominees should bring appropriate skills, experience and connections to enhance the work of ISA;
 - IV. Nominees should have capacity to contribute to the work of ISA in a pragmatic and responsible way;
 - V. Nominees should have demonstrated skills to ably represent their country of origin;
 - VI. Endorsed by their own organization if they belong to a Member Organization
 - VII. Twenty-one (21) or more years of age.
- 6.6.2 A Board shall be elected by the General Assembly and consist of no less than nine (9) and no more than twelve (12) Board members:
- I. Chair
 - II. Vice Chair
 - III. Secretary
 - IV. Treasurer
 - V. Committee Chairs
 - VI. Five (5) and seven (7) additional Board members.
- 6.6.3 The past Chair will serve as Past Chair on the Board without voting rights. Past chairs are eligible for any board function after their past chair period and regarding the rules for nominations as in 6.6.1.
- 6.6.4 If there are ISA Regional Offices, they are represented at the ISA Board as observers with the right to speak.
- 6.6.5 The Board selects the Vice Chair, Secretary, Treasurer and Committee Chairs among themselves.
- 6.6.6 No country may have a majority (over 50%) of Board members.
- 6.6.7 One “Alternate Board member” shall be approved by the Board for “each” current Board member.

- I. Alternates will replace a Board member in the event a Board member is unable to complete their three-year term.
 - II. The Vice Chair is the Alternate for the Chair.
- 6.6.8 If both the Board member and the Alternate Board member are unable to complete their three-year term, the Board may approve an interim replacement until the General Assembly elects a new Board member for the remainder of the three-year term.
- 6.6.9 Alternate Board members should be from the same country as the Board member for which they are the Alternate.
- 6.6.10 Board members and their Alternate Board Member are elected for 3 year terms with consecutive number of years of service not to exceed 9 years.
- 6.6.11 Resignation, Termination and Absences:
- I. Resignation from the Board must be in writing and received by the Chair.
 - II. A Board member shall be dismissed from serving on the Board for excess absences if they have three unexcused absences from Board meetings in a year.
 - III. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.
- 6.6.12 Approximately one third (1/3) of the Board members are to be replaced at least each three years.

6.7 Alterations of Bylaws

- 6.7.1 Additions, alterations or amendments may only be made to the Bylaws if:
- I. Suggested by the Board, any Member Organization or Individual Member and are submitted to the Secretary to be sent out with regular Board announcements.
 - II. Presented to the Board at least three (3) weeks prior to the General Assembly, and
 - III. Approved by the General Assembly with two-thirds votes or if the Bylaw changes have been presented two (2) years in a row and have received a favorable vote by more than one half of the members present both years.

6.8 Election of Nomination Committee

- 6.8.1 The General Assembly shall elect a Nomination Committee consisting of a Board Member and up to three additional members.

- 6.8.2 The Nomination committee is elected for the time needed to have a nomination document for the next general assembly.
- 6.8.3 The Nomination Committee shall elect its own Chair. The members shall consist of members of the ISA Board and at least one non-member of the ISA Board.
- 6.8.4 The Nomination Committee shall assist the members by evaluating the nominees submitted by the Member Organizations and Individual Members, identify additional candidates, and present a list of individuals qualified to be prospective Board members. Based on the Committees view on what nominees and diverse composition of the Board would best serve ISA and comply with its Bylaws, the committee will recommend candidates for the consideration and vote of the General Assembly. If a motion is made for additional nominees, the committee will share any known information pertaining to individuals submitted from the floor.
- 6.8.5 The Nomination committee will evaluate policies that may affect the recruitment of directors, including D & O insurance.

6.9 Voting at General Assembly

- 6.9.1 Each Member Organization and Individual Member has one vote at the ISA General Assembly.
- 6.9.2 Subject to these Clauses, questions arising at any General Assembly shall be decided by a majority of votes.
- 6.9.2.1 At any General Assembly a resolution put to the vote of the meeting shall be decided on a show of hands unless a written vote is requested before the declaration of the result of the show of hands. A poll shall be taken if members are participating by phone, or some other electronic/technical method.
- 6.9.3 In the case of a tie vote, subsequent votes shall be taken until the issue is decided or tabled.

6.10 Written Resolution

- 6.10.1 A resolution in writing signed by 80 % of the Member Organizations or Individual Members of ISA entitled to receive notice of a General assembly of ISA, shall be considered as valid and effectual, as if it had been passed at a General Assembly of ISA duly convened and held.
- 6.10.2 Any such resolution may consist of several documents in like form, each signed by one or more Member Organizations or Individual Members of ISA
- 6.10.3 A postal communication, telegram, cablegram, telex, facsimile communication, radio message or e-mail message addressed to or received by ISA and

purporting to be signed on behalf of a Member Organization or Individual Member shall for the purpose of this clause be deemed to be a resolution in writing signed by such Member Organization or Individual Member.

ARTICLE VII: BOARD

7.1 Powers and Duties of Board

- 7.1.1 The business of ISA shall be managed by the Board which may exercise all such powers of ISA not required to be exercised in consultation with the General Assembly, and provided that any rule or regulation of ISA made by the Board may be disallowed by the General Assembly following consultation.
- 7.1.2 The Board is empowered to implement decisions and policies of the General Assembly between meetings.
- 7.1.3 Without limiting the above, the role of the Board may include the following matters:
- I. To liaise with all countries, organizations or persons interested in Stillbirth;
 - II. To share ideas on relevant issues pertaining to research, counseling, support and education;
 - III. To encourage improvements of education and training programs;
 - IV. To provide advocacy where necessary;
 - V. To establish and maintain working groups that further the aims and objectives of ISA;
 - VI. To implement the wishes of its Member Organizations and Individual Members;
 - VII. To report back to ISA the progress of Member Organizations and Individual Members;
 - VIII. To produce and distribute a newsletter;
 - IX. To encourage Member Organizations to host an ISA conference, and to participate on the organizing committee;
 - X. To implement and follow the ISA Bylaws.
- 7.1.4 The Board cannot enter into any binding agreements outside the approved budget that may bring expenses greater than the current funds available.

7.1.5 The Chair shall have the power to make public statements in consultation with the other office bearers or such other person appointed by the Board.

7.1.6 Board Members shall be committed to attend all Board meetings and complete Board meeting action items within the timeframe agreed upon. Each shall provide leadership to enhance and develop the work of ISA within their area of expertise

7.1.7 The Chair

The Chair shall be responsible for the effectiveness of the Board and shall perform such other duties as may be assigned to her/him by the Board.

The Chair shall convene and preside at regularly scheduled Board meetings. If unable to perform this duty, the Chair shall arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary then Treasurer.

7.1.8 The Vice Chair

The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair or during such period the Chair may request him/her to do so. The Vice-Chair will chair committees on special subjects as designated by the Board. Vice-Chair will assist Chair in meeting objectives and responsibilities of ISA.

7.1.9 The Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes and Action List at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records/books are maintained. The Secretary shall see that a notice of each meeting shall be given to each voting member, by email, not less than ten days before the meeting.

The Secretary shall be responsible for updating and reviewing the website as directed by the Board, manage a log of web inquiries, and to ensure all inquiries are responded to in an appropriate and timely manner. The Secretary shall also maintain the ISA contact database, and email distribution list in collaboration with the Communications Committee, work with the Treasurer to accept and track donations, maintain web related accounts information, and provide administrative assistance to ISA as necessary.

The Secretary shall insure the ISA Bylaws are kept current and oversee amendment voting at the General Assembly.

7.1.10 The Treasurer

The Treasurer shall make a report at each Board meeting. Treasurer shall keep record of ISA's budget, be included on all fundraising plans, and make financial information available to Board members and the public.

The Treasurer will administrate fiscal matters, manage finances, and have custody of the ISA funds and assets.

The Treasurer shall be responsible for filing an annual return prior to May 15 of each year, and will report to the Board when the filing has been completed.

7.2 Proceedings of Board

7.2.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but not less than quarterly. The Secretary shall on the written or oral requisition of no less than one half of the Board members summon a meeting of the Board. Notice of the meeting shall be given to each Board Member within a reasonable time before the meeting is to take place.

7.2.2 The Chair shall preside at every meeting of the Board. If there is no Chair present within ten (10) minutes after the time appointed for the holding of the meeting then the Board will elect an officer of the Board or other member to chair the meeting.

7.2.3 The quorum for the transaction of the business of the Board shall be no less than half the members of the Board

7.2.4 The continuing Board members may act notwithstanding any vacancy of the Board, but if their number is reduced below the necessary quorum, the continuing Board member or members may act for the purpose of summoning a General Assembly of ISA, but for no other purpose.

7.2.5 The Board shall ensure minutes be taken

- I. Of all appointments and elections;
- II. Of those present at all meetings of ISA General Assembly and of the Board;
- III. Of all proceedings at all meetings of ISA and of the Board; and
- IV. Of all motions and votes of the Board.

7.2.6 Board meeting minutes shall be signed by the Secretary of the meeting or one of the executive officers and submitted at the next succeeding meeting for Board approval.

7.2.7 Board meeting minutes of the immediately preceding Board meeting shall be:

- I. Read by the Secretary and presented for corrections and/or additions;
- II. Updated to have corrections and/or additions noted and made;
- III. Voted on for Board approval and acceptance;
- IV. Signed by the Secretary and Board Chair to confirm accuracy and Board approval.

7.3 Voting at Board Meetings

- 7.3.1 Subject to these Clauses, questions arising at any meeting of the Board shall be decided by a majority of votes and such a determination shall for all purposes be deemed a determination of the Board. Motions may be made by any Board member who is not presiding as the meeting Chair.
- 7.3.2 At every Board meeting, each member is entitled to one vote on every resolution. Each vote shall be recorded in the minutes of the meeting along with the outcome of all votes. In the case of an equality of votes, the motion shall fail
- 7.3.3 Members of the Board having a direct interest (e.g., intended participation) in the outcome of a recommendation of the Board shall abstain from voting on such recommendations. (see Article VIII)

7.4 Working Groups

- 7.4.1 The Board may delegate any of its powers and or functions to any one or more office bearers or to one of more working groups consisting of such Board members as they think fit.
- 7.4.2 The Board may appoint one or more working groups or sub-committees which shall act in an advisory capacity only. Any sub-committees or working groups so formed:
 - I. Shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any suitable individuals;
 - II. May meet and adjourn as they think proper; and
 - III. Shall determine any questions arising at meetings by a majority of votes of the group members present with all committee members having one vote that is to be recorded along with the outcome of the votes.
 - IV. Shall submit a brief written report to the Board one week prior to scheduled Board meetings to highlight any problems/issues (and possible solutions where appropriate) which require discussion by the Board

- V. Shall submit annual reports to the Board showing income, expenditures, pending income, goals, activities and status of business being conducted (where relevant).
- VI. Shall ensure materials relevant to the Committee are made available on the ISA website and are kept up-to-date.

7.5 Written Resolutions

- 7.5.1 A resolution in writing signed by a simple majority of members of the Board of ISA for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 7.5.2 Any such resolution may consist of several documents in like form, each signed by one or more Board members.
- 7.5.3 A telegram, cablegram, telex, facsimile communication, e-mail message or radio message addressed to or received by the Board and purporting to be signed by a Board member shall for the purposes of this Clause be deemed to be a resolution in writing signed by such member.

7.6 Meeting by Electronic Communications

- 7.6.1 For the purposes of these Bylaws the contemporaneous linking together in full oral communication by telephone, video link-up or other electronic means (in this Bylaws called “a meeting by electronic communications”) of Board members being not less than the quorum shall be deemed to constitute a meeting of the Board.
- 7.6.2 All the provision in these Clauses as to meetings of the Board shall apply to such meetings by electronic communications as long as the following conditions are met:
 - I. All the Board members for the time being entitled to receive notice of a meeting of the Board (including any alternate for any member) shall be entitled to notice of meeting by electronic communications and to be linked by telephone, video or other electronic communications for the purposes of such meeting. Notice of any such meeting may be given on the telephone or video.
 - II. Each of the Board members taking part in a meeting by electronic communications must be able to hear each of the other members taking part at the commencement of the meeting and each member so taking part shall be deemed for the purposes of these Bylaws to be present at the meeting.
 - III. At the commencement of the meeting each Board member must acknowledge his or her presence for the purpose of a meeting to all other members taking

part.

- IV. A Board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless the member has previously obtained the express consent of the Chair to leave the meeting or technical problems have made it obvious that the member is unable to hear the other members.

7.6.3 Minutes of the proceedings at such a meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the Chair of the meeting. (See 7.2.5, 7.2.6 and 7.2.7)

7.7 Notices

7.7.1 Subject to the provisions in clause 7.6 relating to meetings held by electronic communications, any notice required by law or under these Bylaws to be given to any Board member shall be given by sending it, by any one of the means identified below, to the relevant contact address supplied by the Board member to ISA for the giving of notices.

7.7.2 Such notices may be given, and shall be deemed to be effected, as follows:

- I. By personal delivery, in which case the notice will be deemed to be duly given when so delivered;
- II. By post, in which case the notice will be deemed to be duly given ten (10) days after the day it was posted;
- III. By facsimile, in which case the notice will be deemed to be duly given when the sender receives confirmation by answer back or if the sending machine confirms that the transmission was successful; or
- IV. By email, provided that the Board member recipient confirms receipt of the notice either by return e-mail, facsimile or telephone.

ARTICLE VIII: CONFLICT OF INTEREST POLICY

8.1 Purpose

8.1.1 The purpose of the conflict of interest policy is to protect this tax-exempt organization's (ISA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ISA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2 Definitions

8.2.1 Interested Person

Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

8.2.2 Financial Interest

8.2.2.1 A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- I. An ownership or investment interest in any entity with which ISA has a transaction or arrangement,
- II. A compensation arrangement with ISA or with any entity or individual with which ISA has a transaction or arrangement, or
- III. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ISA is negotiating a transaction or arrangement.

8.2.2.2 Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8.2.2.3 A financial interest is not necessarily a conflict of interest. Under 8.3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

8.3 Procedures

8.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

Board members who have, or could reasonably be perceived to have, a conflict of interest with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and

refrain from discussion and voting on said item. Such a declaration is to be made to the members when the possibility of a conflict is realized.

8.3.2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

8.3.3. Procedures for Addressing the Conflict of Interest

8.3.3.1 An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

8.3.3.2 The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

8.3.3.3 After exercising due diligence, the governing Board or committee shall determine whether the ISA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

8.3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ISA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

8.3.4. Violations of the Conflicts of Interest Policy

8.3.4.1 If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

8.3.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Records of Proceedings

8.4.1 The minutes of the governing Board and all sub-committees or working groups with Board delegated powers shall contain:

- IV. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- V. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation

8.5.1. A voting member of the governing Board who receives compensation, directly or indirectly, from ISA for services is precluded from voting on matters pertaining to that member's compensation.

8.5.2 A voting member of any committee, sub-committee or working group whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ISA for services is precluded from voting on matters pertaining to that member's compensation.

8.5.3 No voting member of the governing Board or any sub-committee or working group whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ISA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.6 Annual Statements

8.6.1 Each director, principal officer and member of a sub-committee or working group with governing Board delegated powers shall annually sign a statement which affirms such person:

- I. Has received a copy of, understands, and agreed to comply with the Bylaws and its contained Conflicts of Interest policy,
- II. Understands ISA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.7 Periodic Reviews

8.7.1 To ensure ISA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews may be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- I. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- II. Whether partnerships, joint ventures, and arrangements with management organizations conform to the ISA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.8 Use of Outside Experts

8.8.1 When conducting the periodic reviews as provided for in 8.7, ISA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX: FISCAL POLICIES

9.1 Fiscal Year

9.1.1 The fiscal year of ISA shall be the period from January 1 to December 31, Central Time Zone USA.

9.2 ISA Accounts

9.2.1 True accounts shall be kept of:

- I. The sums of money received and expended in the name of ISA by any Member Organization, Board Member, Officer or representative of the ISA and the manner in respect of which such receipt and expenditure took place;
- II. The property, credits and liabilities in the name of ISA.

9.2.2 Such accounts shall be open for inspection to Member Organizations, Individual Members and Board members, subject to any reasonable restrictions as to time and manner of inspection imposed by the General Assembly.

9.2.3 The Board must ensure a balance sheet and profit and loss account, not more than eleven months old, is provided to each General Assembly

9.3 Accounts held by Member Organizations

9.3.1 Where Member Organizations hold any accounts in the name of ISA, then:

- 9.3.1.1 At least every year, a profit and loss statement will be prepared and presented to the ISA Board. This will be reviewed by a properly qualified Auditor or Auditors at the discretion of the ISA Board.
- 9.3.1.2 Member Organizations must ensure proper accounting records are kept, and distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as well as a copy of the Auditor's report.

ARTICLE X: MISCELLANEOUS PROVISIONS

10.1 Applicable Law

10.1.1 The Bylaws shall be construed in accordance with the laws of the country where registered and shall be the subject of the jurisdiction of that country's Courts of Law.

10.2 Dispute Resolution

10.1.2 Any dispute arising out of or in connection with these Bylaws shall be resolved in accordance with the following procedure:

- I. It shall first be referred to the Chair who shall listen to all parties interested in the dispute, and encourage parties to resolve dispute;
- II. In the event the parties to the dispute are unable to reach agreement in accordance with paragraph (10.1.2.1) above, a mediator shall be appointed by the Chair to assist in the resolution of the dispute.
- III. If unresolved, the Board will decide how the Bylaws are to be understood.
- IV. Such decision by the Board may be appealed to the General Assembly.

ARTICLE XI: DISSOLUTION

11.1 Dissolution of ISA

11.1.1 ISA shall be dissolved under the following conditions:

- I. The Board votes with a 2/3 majority to dissolve ISA after:
 - a. It has given written notice to the Member Organizations and Individual Members four (4) months prior to the vote.

- b. Full Member Organizations and Individual Members have had the opportunity to respond in writing or attend a Board meeting; and
- II. If the subsequent duly noticed and convened General Assembly vote to dissolve ISA, or if by written resolution in Section 6.10 or no quorum of Member Organizations or Individual Members attends the General Assembly to overturn the Board's suggestion, ISA shall be duly dissolved.

11.2 Remaining property

- 11.2.1 If upon the winding-up or dissolution of ISA there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall only be paid to or distributed among those Full Member Organizations of ISA:
 - I. Which are institutions having objects similar to the objects of ISA; and
 - II. Which is not a prohibited organization.
- 11.2.2 Where no such Member Organization exists, the property shall be given or transferred to an institution or institutions:
 - I. Which are institutions having objectives similar to the objects of ISA; and
 - II. Which is not a prohibited organization.
- 11.2.3 Such institution or institutions having been selected by the Full Member Organizations of ISA at or before the time of dissolution and in default thereof by the Court and in accordance with 501(c)(3) requirements.

ARTICLE XII: Indemnification and Insurance

12.1 Indemnification and Insurance.

- 12.1.1 The Board shall insure that the ISA's assets are protected against damage and loss, and that the directors themselves are adequately protected against any liability resulting from a legal action, suit or proceedings in respect to ISA.
- 12.1.2 Unless otherwise prohibited by law, ISA shall indemnify any Board member or officer, any former director or officer, any person who may have served at its request as a Board member or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board, indemnify against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such member, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to

matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to ISA for damages arising out of his/her own negligence or misconduct in the performance of a ISA duty.

12.1.3 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. ISA may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

12.1.4 The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

12.1.5 The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board Members, or otherwise and shall not restrict the power of ISA to make any indemnification permitted by law.

12.1.6 The Board may authorize the purchase of insurance on behalf of any Board Member, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Board Member, officer, employee, or agent or out of acts taken in such capacity, whether or not ISA would have the power to indemnify the person against that liability under law.

12.1.7 In no case, however, shall ISA indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time ISA is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

12.1.8 Protection of bylaws from suit.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Bylaws approved at a meeting of the ISA Board on Signed: chair and secretary