



international
stillbirth alliance

Bylaws

Board recommended approval on October 27, 2021

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ARTICLE I: GOVERNING LAWS

1. Name

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

2. Introductory definition of Bylaws

- a. These Bylaws constitute the code of rules adopted by the not-for-profit corporation ISA for the regulation and management of its affairs.

3. Purposes and powers

- a. ISA shall have such purposes or powers as are stated in its Articles of Incorporation and in Clause 7 herein. ISA shall also have such powers as are now or may be granted hereafter by current or any successor legislation, provided that such powers are 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.

4. Offices

- a. ISA shall have and continuously maintain a Registered Office in the State of Illinois and a Registered Agent at such office, designated in its Articles of Incorporation. In addition, ISA may maintain other offices either within or without the State of Illinois.
- b. Regional Offices of ISA may be established to help carry out the mission of ISA within a given Region and to become an operational arm of ISA in that Region.
- c. For the purposes of the Bylaws, a Region is defined as one or more countries within a defined geographical area.
- d. To be approved as an ISA Regional Office, an organization must:
 - i. Share the objectives of ISA
 - ii. Function according to any non-profit guidelines of the country in which it is registered
 - iii. Have a high standard of governance by a formal Committee with members representing a minimum of one ISA member organization within that Region
- e. Establishment of ISA Regional Offices must be approved by the ISA General Assembly.
- f. A memorandum of understanding between the Regional Office and ISA describing the responsibilities of both parties must be approved by the ISA Board prior to establishment of an ISA Regional Office.
- g. Each Regional Office is represented on the ISA Board by a representative designated by the Regional Office who acts as an observer with the right to speak.

ARTICLE II: INTERPRETATION

5. Definitions

- a. “Member Organization” is an organization that shares the interests and goals of ISA and has met membership requirements to the satisfaction of the Board.
- b. “Individual Member” is an individual who shares the interests and goals of ISA and has met membership requirements to the satisfaction of the Board.

- c. “General Assembly” is the meeting of Member Organizations and Individual Members which acts as the governing body of ISA. It may be in-person, virtual, or a combination thereof.
- d. “Chair” is any person appointed as the Chair of the ISA Board by the General Assembly pursuant to Clause 22
- e. “Board” is the body of persons referred to in Clause 22.
- f. “Delegate” is a person or persons appointed by a Member Organization of ISA to represent that organization.
- g. “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 Article 4 of these Bylaws.

6. Interpretation

- a. 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.

ARTICLE III: OBJECTIVES

7. Objectives

- a. ISA is organized exclusively for charitable, scientific, educational and collaborative purposes.
- b. The mission of ISA is to raise awareness and promote global collaboration for the prevention of stillbirth and newborn death and provision of appropriate respectful care for all those affected.
- c. The vision of ISA is a world without preventable stillbirth or newborn deaths, and appropriate respectful and supportive care for all who are affected.
- d. The following goals 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.

8. Goals

- a. ISA aims to be a leader in the global movement to end preventable stillbirths and newborn deaths and provide respectful care.
- b. ISA aims to significantly contribute to ending preventable stillbirths and newborn deaths and providing respectful care at the country level.
- c. ISA aims to significantly increase the translation of evidence into policy and practice through generation, adaptation, and dissemination of its own and its partners’ data, tools, and programs.
- d. ISA aims to significantly increase the integration, voice, and impact of key stakeholder groups within global and country-level action.
- e. ISA aims to harness its passion, finances, management, and membership to increase organizational sustainability.

9. Principles

- a. ISA works in accordance with the following five principles:
 - i. **Evidence:** ISA believes that policy and practice for prevention of stillbirth and newborn death and respectful, supportive care after death must be based on

- the best available evidence. Collaborative action is needed to identify evidence gaps, set research priorities, build, disseminate, and promote the evidence base, and raise awareness, partnering with parents at each step.
- ii. **Global to local/Local to global:** ISA believes that ending preventable stillbirths and newborn deaths, and ensuring appropriate care after death, requires action at and interaction between all levels—individual, family, community, facility, country, and global—to foster mutual accountability and ensure that policy is both informed by, and translated into, effective action. Prevention and bereavement work must be adapted to differing cultures, situations and needs.
 - iii. **Parent-centered:** ISA believes that mothers, fathers, partners, and other bereaved family members must be at the core of our work. Care during pregnancy and during and after death must be centered on and driven by bereaved families. Families must be integrated into all aspects of ISA’s work, acknowledging the continuum of care from pre-conception through pregnancy, birth, childhood & adolescence.
 - iv. **Connecting for life:** ISA believes we must bring together all those who work on or are affected by stillbirth and newborn death, aiming to break down traditional barriers to unite mothers, fathers, partners, and other bereaved family members; midwives, nurses, doctors, pathologists, psychologists, and counselors; researchers, social workers, policy makers, spiritual and community leaders; government and global leaders, and other stakeholders.
 - v. **Equity:** ISA denounces the heavy burden and inequitable distribution of stillbirths and newborn deaths. Attention must focus particularly on low- and middle-income countries and indigenous, refugee, conflict-affected, migrant, and other marginalized populations in every country. We include all those affected, regardless of race, ethnicity, ancestry, sex, national origin, sexual orientation, age, citizenship, marital status, gender identity, religion, medical condition, veteran status, or ability.

ARTICLE IV: POWERS

10. General powers

- a. Solely for the purpose of carrying out the aforesaid goals and objectives and not otherwise, ISA shall have the following powers:
 - i. To print and publish any newspapers, periodicals, books or leaflets, post any webpages or websites, and create any apps, that ISA may deem desirable for the promotion of its goals and 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 goal or 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 membership fees, 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 goals and 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 goals and objectives.

11. Restrictions on use of income or property

- a. All income and property of ISA shall be applied only towards the promotion of the goals and objectives of ISA as contained in these Bylaws.
 - i. Except as provided in clause 10 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:
 - ii. The payment in good faith or remuneration to any Member Organizations or Individual Members of ISA in return for any service actually rendered to ISA or for goods supplied in the ordinary and usual way of business;
 - iii. 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
 - iv. The payment of reasonable and proper rent for premises demised or let by any Member Organization or Individual Member to ISA.
- b. Except as provided in clause 10 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; or
 - ii. The payment for goods or ISA project-related services supplied in the ordinary and usual way of business.

ARTICLE V: MEMBERSHIP

12. Membership

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

13. Organizational Membership

- a. Organizations are eligible for Organizational Membership of ISA provided that they:
 - i. Share ISA's goals;
 - ii. Engage in activities related to the prevention of stillbirths or newborn deaths and/or provision of respectful care after stillbirth/newborn death;
 - iii. Possess Bylaws or other documentation which includes a mission statement or aims, describes the method of self-government, lists the organization's officers (e.g. chair, secretary, treasurer), and demonstrates government or other official recognition, if required in the country of registration.
- b. Member Organizations are entitled to:
 - i. Designate one Delegate with the power 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 ISA (example: newsletters).

14. Individual Membership

- a. Individuals are eligible for Individual Membership of ISA provided that they share ISA's goals.
- b. Individual Members are entitled to:
 - i. Submit one vote on matters decided by the General Assembly.
 - ii. Attend the General Assembly
 - iii. Be considered for the ISA Board by the General Assembly.
 - iv. Receive any general communication from ISA (example: newsletters).

15. Validation of membership

- a. Applications for membership are decided by the chair and secretary, or their designees, of the Board, unless there is disagreement or rejection in which case they are referred to the whole Board. Decisions may be appealed to the General Assembly.
- b. Applications are validated by formal notification from the Board and by payment of the annual subscription fee, unless this is to be waived.

16. Cessation of Memberships

- a. A Member Organization or Individual Member may resign their membership of ISA at any time by giving notice in writing to the ISA Secretary. Membership fees already paid will not be reimbursed.
- b. 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 47 of the Bylaws.
- c. Subject to clause 16(d), ISA shall have power by a resolution of the Board to expel any Member Organization or Individual Member from ISA if the Member Organization or Individual Member:
 - i. Carries out any conduct which in the opinion of the Board is unbecoming of a Member Organization/Individual Member or is prejudicial to the interest of ISA;
 - ii. Ceases to be an active organization (if a Member Organization);
 - iii. Ceases to qualify for membership in accordance with these Bylaws and the purpose of ISA.
- d. In the case of any proposed special resolution under Clause 16(c):
 - i. The Member Organization or Individual Member concerned must be given notice of such resolution and the reason given for the proposed cessation of membership and of the intended special resolution at least one month before the voting on the proposed special resolution is scheduled to take place.
 - ii. The Member Organization or Individual Member shall be given the opportunity to provide any oral or written explanation or defense at a meeting of the ISA board before the voting on the special resolution.
 - iii. The Member Organization or Individual Member concerned shall not vote on the special resolution.

- e. If the special resolution passes, the Member Organization or Individual Member concerned shall be expelled.
- f. The Member Organization or Individual Member may appeal the Board's decision to the General Assembly.

ARTICLE VI: GENERAL ASSEMBLIES AND CONFERENCES

17. Conferences

- a. It is the intent of ISA that an International Conference be convened every calendar year. In any case, there should not be a period of more than 30 months between conferences. In the case of global restrictions on travel, as with the COVID-19 pandemic, conferences may be organized remotely instead of in-person or be a combination of remote and in-person.
- b. The International Conference will be organized in conjunction with an ISA Member Organization that has been approved by the Board to serve as host for the Conference.
- c. The ISA International Conference will be organized in accordance with any guidelines which may be issued by the Board from time to time.

18. Venue of the General Assembly

- a. A General Assembly of ISA shall be held at least every year, the venue and time to coincide where possible with the ISA International Conference.
- b. When deemed appropriate, a pair of General Assemblies with identical content may be held in order to accommodate members in every time zone. In such a case, these General Assemblies must be held within one week of each other.

19. Notice of the General Assembly

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

20. Proceedings at the General Assembly

- a. 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.
- b. A quorum is five (5) Member Organizations and five (5) Individual Members.
- c. Generally, the Chair shall preside at every General Assembly of ISA. If a pair of General Assemblies is held, another member of the Executive Committee of the Board shall preside over the second meeting.

21. Duties of the General Assembly

- a. Without limiting the foregoing, the following items of business shall be dealt with and shall be deemed ordinary business by the General Assembly:
 - i. Approval of the Minutes of the previous General Assembly meeting;
 - ii. Review of the report of the Board which shall be submitted by the Chair;
 - iii. Election of the Chair and other Board members (see Clause 22);
 - iv. Review and voting on any resolutions which would alter the Bylaws;
 - v. Election of the General Assembly Representative to the Nominations Committee (see Clause 24);
 - vi. Approval of the Board's budget for the coming year;
 - vii. Review of the annual financial accounts required to be provided to the

- General Assembly under Clause 46 of the Bylaws;
- viii. Discuss any other business deemed important by the Board.
 - b. All other types of business transacted shall be deemed special business.
 - c. At any General Assembly, unless a poll is demanded by at least three members, including Individual Members and Member Organizations, a declaration by the Chair (or his or her representative in the case of a pair of General Assemblies) that a resolution has passed or failed and the entry into the minutes of the number of members recorded in favor of or against such resolution is deemed the passage or failure of that resolution.
 - d. General Assembly business may be carried out virtually, for example through email, as deemed necessary by the Board. In the case that a resolution is judged necessary to vote on without waiting for the next General Assembly, the resolution may be voted on remotely by Members and will judge to have passed if a simple majority votes to approve.

22. Election of ISA Board

- a. A Board shall be elected by the General Assembly and consist of no fewer than nine (9) and no more than twelve (12) Board members, including the following:
 - i. The Executive Team:
 - 1. Chair
 - 2. Vice Chair
 - 3. Secretary
 - 4. Treasurer
 - ii. Between 5 and 8 additional Board members.
- b. The past Chair will serve as Ex Officio Chair on the Board without Board voting rights for the full term of the subsequent Chair. Past chairs are eligible for any board function after their Ex Officio Chair period is completed.
- c. If there are ISA Regional Offices, they are represented at the ISA Board as observers with the right to speak.
- d. The Board selects the Vice Chair, Secretary, and Treasurer among themselves. One the Co-Chairs for each Working Group shall be selected by and from the Board; the other Co-Chair of each Working Group, selected by the Board, may be chosen from either inside or outside the Board.
- e. Board members are elected for three-year terms with consecutive years of service not to exceed 9 years.
- f. If a Board member is unable to complete his or her 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.

23. Board composition

- a. In order to best achieve ISA's mission, the Board should always include:
 - i. A mix of bereaved parents (with personal experience of stillbirth and of newborn death), clinicians in a variety of relevant fields, and researchers
 - ii. A mix of individuals from different low- and middle-income countries and high-income countries
 - iii. A mix of genders
 - iv. Individuals with strong skills in areas critical to board functioning
- b. A number or percentage is deliberately not set for any of these roles. It will be up to the Board to weigh the suitability of each potential new member in terms of their fit with these criteria and the Board's needs at the time.

- c. The existing ISA Board will be asked to clarify which of the above roles they feel they are filling in order to decide where there are 'gaps' in Board composition that should be filled through the nominations process.

24. Nominations Committee

- a. The Nominations Committee shall comprise 6 people:
 - i. the 4-member Executive Team
 - ii. one prior board chair. This will normally be the immediate prior board chair, but that individual may elect to be replaced by any other prior board chair if they wish.
 - iii. one individual who is a member of ISA but not on the ISA board, and elected by the General Assembly (known as the "GA representative").
 - 1. The GA representative holds this position until the next General Assembly. If the GA representative's ISA membership lapses before then, s/he is replaced by the General Assembly via voting by email.
 - 2. Individuals can self-nominate or be nominated (with consent) for the role of GA representative by completing a nomination form. All nominees will be put to a ballot of the ISA membership and the individual who secures the most votes will be elected.
 - iv. Nominations Committee actions require the involvement of the GA representative, the prior board chair, and at least 3 of the Executive Team members.

25. Board member nominations process

- a. Identifying a Board vacancy:
 - i. The Chair identifies upcoming vacancy/ies as these arise, drafts a schedule for recruitment, and alerts the Board.
 - ii. Board members then discuss and agree the current needs of the Board, with reference to Clause 23 on Board composition
- b. Identifying candidates:
 - i. A call for nominations is created and sent out to ISA members
 - ii. Nominations are accepted from any ISA member (including Board members, who by definition are also ISA members).
 - iii. Any ISA member may nominate individuals for consideration
 - iv. In order to be considered, nominated individuals must fill in and submit the Expression of Interest Form.
 - v. The period between sending the call for nominations and receiving Expressions of Interest is no more than two months.
- c. The Nominations Committee reviews Expression of Interest Form(s) and interviews top candidate(s), discusses and agrees on a recommendation to the Board. There is no set requirement for the number of individuals to consider or interview.
- d. The Board reviews, discusses, and agrees on the nomination(s). The agreement of a simple majority of current board members is required (>50%).
- e. The Board nominee(s) is/are presented to the General Assembly via email at any time, for ratification. Ratification requires a simple majority of General Assembly members who vote.
- f. Upon ratification by the General Assembly, the first 3-year term as Board member begins.

26. Resignation, termination and absences

- a. Board members agree to abide by the roles and responsibilities outlined in the Roles and Responsibilities document, including attending board meetings, being responsive to board communications, taking a leadership role in at least one ISA activity, and acting in accord with ISA principles.
- b. The Board Chair has 1-on-1 meetings at least annually with each Board member and will discuss any issues that arise related to their ability to meet these responsibilities
- c. Board members who are unable to meet these responsibilities will be asked to step down by the Executive Team. If a member of the Executive Team is the individual in question, the other three members of the Team may ask that individual to step down.
- d. Board members found to be acting unethically will have their board membership immediately terminated.

27. Alterations of Bylaws

- a. Additions, alterations or amendments may be made to the Bylaws by virtual proposal to the full ISA membership and anonymous voting with a majority of votes required to ratify the change, or at the annual General Assembly meeting.

28. Voting

- a. A resolution put to the vote of the membership shall be decided via electronic survey to allow all members to vote. The survey link shall be sent to all members.
- b. Each Member Organization and Individual Member may cast a single vote when a resolution is being voted on. If multiple votes are cast that are associated with the same valid member ID, only the first vote that is cast shall be counted.
- c. A simple majority of cast votes is required for a resolution to be passed in accord with Clause 21. In the case of a tie vote, subsequent votes shall be taken until the issue is decided or tabled.

29. Written resolutions

- a. A resolution in writing signed by a simple majority of the members (both Member Organizations and 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.
- b. Any such resolution may consist of several documents in like form, each signed by one or more Member Organizations or Individual Members of ISA
- c. A postal communication, telegram, cablegram, telex, facsimile communication, radio message, text 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

30. Powers and duties of the Board

- a. 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.
- b. The Board is empowered to implement decisions and policies of the General

- Assembly between meetings.
- c. 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 and newborn death;
 - ii. To share ideas on relevant issues pertaining to research, counseling, support and education;
 - iii. To encourage improvement 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 decisions of the General Assembly in line with the powers of the General Assembly described in these Bylaws;
 - 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.
 - d. The Board cannot enter into any binding agreements outside the approved budget that may bring expenses greater than the current funds available.
 - e. The Chair shall have the power to make public statements in consultation with the other office bearers or such other persons appointed by the Board.
 - f. 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.
 - g. The Chair:
 - i. 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.
 - ii. 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, Treasurer.
 - h. The Vice Chair:
 - i. 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 assist the Chair in meeting objectives and responsibilities of ISA.
 - i. The Secretary:
 - i. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that ISA files are maintained. The Secretary shall see that a notice of each General Assembly shall be sent to each voting member, by email, not less than one month before the meeting.
 - ii. The Secretary shall be responsible for updating and reviewing the website as directed by the Board, managing a log of web inquiries, and ensuring all inquiries are responded to in an appropriate and timely manner. The Secretary shall also be responsible for maintaining the ISA email distribution list, work

- with the Treasurer to track donations, maintain web-related accounts information, and provide administrative assistance to ISA as necessary.
- iii. The Secretary shall ensure the ISA Bylaws are kept current and oversee amendment voting at the General Assembly.

- j. The Treasurer:
 - i. The Treasurer shall make a report at each Board meeting and shall keep a record of ISA's budget, be included on all fundraising plans, and make financial information available to Board members and the public.
 - ii. The Treasurer will administrate fiscal matters, manage finances, and have custody of the ISA funds and assets insofar as possible. Because ISA is registered in the USA, its bank account is also in the USA and must therefore be in the custody of a US member of the Board.
 - iii. 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.

31. Proceedings of Board

- a. 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.
- b. The Chair (or Vice-Chair in the Chair's absence) 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.
- c. The quorum for the transaction of the business of the Board shall be no less than half the members of the Board.
- d. Board members may act notwithstanding any vacancy of the Board, but if their number is reduced to fewer than four, the Board may act for the purpose of summoning a General Assembly of ISA, but for no other purpose.
- e. The Board shall ensure minutes be taken:
 - i. Of all appointments and elections;
 - ii. Of those present at all meetings of General Assemblies and of the Board;
 - iii. Of all proceedings at all meetings of General Assemblies and of the Board; and
 - iv. Of all motions and votes of General Assemblies and the Board.
- f. Board meeting minutes shall be signed by the Secretary of the meeting or one of the Executive Team members and submitted at the next succeeding meeting for Board approval.
- g. Board meeting minutes of the immediately preceding Board meeting shall be:
 - i. Presented by the Secretary for corrections and/or additions;
 - ii. Updated to have corrections and/or additions noted and made;
 - iii. Voted on for Board approval;
 - iv. Amended to indicate the date of Board approval.

32. Voting at Board Meetings

- a. Subject to these Clauses, questions arising at any meeting of the Board shall be decided by a majority of votes of those present 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.

- b. 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.
- c. 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).

33. Working Groups

- a. The Board may delegate any of its powers and or functions to any one or more office bearers or to one or more Working Groups consisting of such Board members as they think fit.
- b. The Board may appoint one or more Working Groups which shall act in an advisory capacity only. Any Working Groups so formed:
 - i. Shall conform to any regulations that may be imposed by the Board;
 - ii. May meet and adjourn regularly as they think proper, including preparing and sending out agendas and invitations, and preparing and sending out minutes;
 - iii. Shall maintain a list of Working Group members;
 - iv. Shall determine any questions arising at meetings by a majority of votes of the Working Group members present with all members having one vote that is to be recorded along with the outcome of the votes;
 - v. Shall submit brief written reports 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, when and as deemed necessary by the group;
 - vi. Shall submit annual reports to the Board showing income, expenditures, pending income, goals, activities and status of business being conducted (where relevant);
 - vii. Shall ensure materials relevant to the Working Group are made available on the ISA website and are kept up-to-date.
- c. ISA Working Groups must always have 2 Co-Chairs of whom 1 must be a current Board member.
- d. Terms are 3 years and are renewable.
- e. Process for WG Co-Chair replacement when a vacancy arises:
 - i. The Board nominates and votes on the Co-Chair who is a current board member
 - ii. That individual proposes the other Co-Chair to the Board for approval

34. Written Resolutions

- a. A resolution in writing signed by a simple majority of members of the Board of ISA who are 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.
- b. Any such resolution may consist of several documents in like form, each signed by one or more Board members.
- c. A telegram, cablegram, telex, facsimile communication, e-mail message, text, 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.

35. Meeting by Electronic Communications

- a. 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.
- b. 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 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 had 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.
- c. 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 approved by the Board at the subsequent meeting.

36. Notices

- a. Subject to the provisions in clause 35 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.
- b. 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

37. Purpose

- a. 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.

38. Definitions

- a. Interested Person: Any Board member, officer, or member of a Working Group with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest: 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.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d. A financial interest is not necessarily a conflict of interest. Under Clause 39(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

39. Procedures

- a. Duty to Disclose
 - i. 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 Board delegated powers considering the proposed transaction or arrangement.
 - ii. 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, shall 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.
- b. Determining Whether a Conflict of Interest Exists
 - i. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the 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.
- c. Procedures for Addressing the Conflict of Interest
 - i. An interested person may make a presentation at the Board 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.

- ii. The Chair of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the 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.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ISA's best interest, is 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.
- d. Violations of the Conflicts of Interest Policy
- i. If the 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.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

40. Records of Proceedings

- a. The minutes of the Board and all committees with Board-delegated powers shall contain:
 - i. 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 Board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. 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.

41. Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from ISA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee 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.
- c. No voting member of the Board or any committee 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.

42. Annual Statements

- a. Each member of the Board or a committee or working group with 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 Conflict 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.

43. Periodic Reviews

- a. 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.
 - 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 an excess benefit transaction.

44. Use of Outside Experts

- a. When conducting the periodic reviews as provided for in Clause 43, ISA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX: FISCAL POLICIES

45. Fiscal Year

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

46. ISA Accounts

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

ARTICLE X: MISCELLANEOUS PROVISIONS

47. Applicable Law

- a. 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.

48. Dispute Resolution

- a. 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 said dispute;
 - ii. In the event the parties to the dispute are unable to reach agreement in accordance with Clause 48(a)(i) above, a mediator shall be appointed by the Chair to assist in the resolution of the dispute.
 - iii. If the dispute is unresolved, the Board will decide how the Bylaws are to be understood. Such decision by the Board may be appealed to the General Assembly.

ARTICLE XI: DISSOLUTION

49. Dissolution of ISA

- a. ISA shall be dissolved under the following conditions:
 - i. The Board votes with a 2/3 majority to dissolve ISA after:
 - 1. It has given written notice to the Member Organizations and Individual Members four (4) months prior to the vote.
 - 2. Member Organizations and Individual Members have had the opportunity to respond in writing or attend a Board meeting;
 - ii. and if the subsequent duly noticed and convened General Assembly votes to dissolve ISA, or if by written resolution according to Clause 34 or if no quorum of Member Organizations or Individual Members attends the General Assembly to overturn the Board's suggestion, ISA shall be duly dissolved.

50. Remaining property

- a. 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 Member Organizations of ISA:
 - i. Which are institutions having objects similar to the objects of ISA; and
 - ii. Which are not prohibited organizations.
- b. 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 are not prohibited organizations.
- c. Such institution or institutions having been selected by the 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

51. Indemnification and Insurance

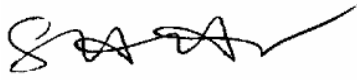
- a. The Board shall insure that the ISA's assets are protected against damage and loss, and that the directors themselves are adequately protected against any liability resulting from a legal action, suit or proceedings in respect to ISA.
- b. Unless otherwise prohibited by law, and to the extent feasible given ISA's resources, 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 an ISA duty.

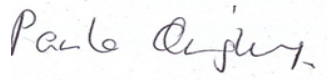
- c. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. ISA may advance expenses 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.
- d. 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.
- e. 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.
- f. 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.
- g. 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 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 sections 4941(d) or 4945(d), respectively, of the code.
- h. Protection of bylaws from suit.
 - i. 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 on 5 December 2021

Signed:

A handwritten signature in black ink, appearing to read 'S. Hopkins Leisher', with a long, sweeping flourish extending to the right.

Susannah Hopkins Leisher, Chair, 8 December 2021

A handwritten signature in black ink, appearing to read 'Paula Quigley', written in a cursive style.

Paula Quigley, Secretary, 9 December 2021