

Bylaws of the International Transplant Nurses Society

Article I. Name and Organization

Section 1. Name

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

Section 2. Status

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

Section 3. Office

The registered office of ITNS is currently in Pittsburgh, Pennsylvania. The ITNS Board of Directors may designate other such offices from time to time.

Section 4. Mission Statement

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

Section 5. Logo

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

Article II. Goals

The goals of ITNS are:

- A. To provide a network for communication among professional nurses who have a commitment to transplantation.
- B. To provide continuing education for professional nurses with a focus in transplant nursing.
- C. To examine new trends in transplantation affecting patient care and the clinical and functional role of the transplant nurse.
- D. To promote and support research in transplant nursing.
- E. To promote the dissemination of new transplant nursing knowledge among nurses and other healthcare professionals.
- F. To support transplant nursing practice.

G. To foster awareness of ethical considerations in deceased and living organ donation in the areas of procurement, donation, and recipient selection.

H. To maintain fiscal responsibility and do all that is necessary and proper to accomplish the proper and lawful goals of ITNS.

Article III. Membership

Section 1. Categories, Eligibility, and Privileges

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

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

A. Active Nurse Member

Active Nurse Membership may be granted to any individual who holds a current license to practice as a Registered Nurse or an equivalent international license. An Active Nurse Member shall be entitled to all of the benefits of membership in ITNS including the right to vote, serve on the Board of Directors as an officer or director, and serve on committees.

B. Associate Member

Associate Membership may be granted to any individual who is a professional involved in transplantation such as a Licensed Vocational or Licensed Practical Nurse, Physician, Physician Assistant, Social Worker, Pharmacist, Dietician, Technician, Psychologist, Therapist, Organ Procurement Specialist, or full time student enrolled in an accredited professional nursing program. An Associate Member shall be entitled to all of the benefits of membership in ITNS, except that an Associate Member shall not be entitled to vote or serve on the Board of Directors as an officer or director. ITNS chapters shall have the authority to permit Associate Members of its Chapter to vote or serve on the Board of Directors as an officer or director in that Chapter.

C. Retired Nurse Member

Retired Nurse Membership may be granted to any individual who has been an Active Nurse Member for at least 1 year prior to retirement from nursing practice. A Retired Nurse Member shall be entitled to all of the benefits of membership in ITNS including the right to vote, serve on the Board of Directors as an officer or director, and serve on committees.

D. Lifetime Member

Lifetime Membership may be granted to any Active or Associate Member who has rendered distinguished service to the practice of transplantation and to ITNS by the affirmative vote of two-thirds (2/3) of the Board of Directors. A Lifetime Member shall be entitled to all of the benefits of membership in ITNS including the right to vote, serve on the Board of Directors as an officer or director, and serve on committees.

E. Other Membership Categories

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

Section 2. Application Process

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

Section 3. Dues and Duration of Membership

A. Dues Amount

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

B. Duration of Membership

Membership in ITNS is voluntary and nontransferable. Members who fail to pay their dues by the due date of such payment shall be notified in writing. If payment is not made within thirty (30) days of the date of such notification, the membership of such member shall terminate automatically. In addition, membership shall terminate automatically upon receipt by the Board of Directors of the written resignation of a member, executed by such member; death of a member; or failure of a member to meet the applicable membership eligibility requirements as set forth in these Bylaws. In special circumstances, the Board of Directors may delay such termination.

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

C. Suspension or Termination for Cause

In addition, membership in ITNS may be suspended or terminated for cause. Sufficient cause to suspend or terminate membership includes, but is not limited to, a violation of the Bylaws or any policies, rules, or regulations of ITNS, or any other conduct prejudicial to the interests of ITNS. Suspension or termination shall be by an affirmative vote of two-thirds of the entire Board of Directors, provided that a statement of the charges has been sent to the member by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. The statement must be accompanied by a notice of the time and place of the Board of Directors meeting at which the charges will be considered, and the member will have the opportunity to appear in person and/or be represented by counsel in accordance with procedures adopted by the Board of Directors.

Section 4. Membership Meetings

A. Annual Member Meeting

The annual member meeting shall be held in conjunction with the annual educational conference at a date, time, and place determined by the Board of Directors. The purpose of the annual meeting shall be to install officers and directors, receive annual reports, and transact other ITNS business as may properly come before the meeting.

B. Special Member Meetings

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

C. Notice

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

D. Quorum

The members present at any meeting shall constitute a quorum.

E. Manner of Acting

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

F. Voting

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

G. Proxy Voting

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

Section 5. Local Chapters and National Representatives

A. Local Chapters

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

B. National Representatives

The Board of Directors may in accordance with policies and procedures appoint national representatives in countries where it is challenging to charter a local chapter.

Article IV. Board of Directors

Section 1. Responsibilities

The Board of Directors shall have supervision, control, and direction of the affairs of ITNS, and shall have discretion in the disbursement of its funds. The Board of Directors may, within the limits of these Bylaws, adopt such resolutions, policies, and procedures for the conduct of its business and pursuit of its goals as it considers advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition and Qualifications of Board Members

The Board of Directors shall consist of the Officers and seven (7) Directors, all of whom must be ITNS members. Of the Director positions, one will be designated the Education Director and must be filled by a nurse with a minimum of a Master's degree; two will be designated International Directors and must be filled by nurses who reside outside the United States; and one will be designated the Research Director and must be filled by a nurse with a PhD or DNP. Directors shall have such duties as the President or the Board of Directors may assign.

Section 3. Term

The President, President Emeritus, and President Elect shall hold office for a term of one (1) year or until their successors have been elected and qualified. The Secretary/Treasurer and Directors shall hold office for a term of two (2) years or until their successors have been elected and qualified.

No Board member may hold the same office for more than two (2) consecutive terms. Board members are obligated to fulfill the entire term of their elected position. The maximum number of consecutive years that an individual may serve on the Board is seven (7) years.

Section 4. Elections

A list of candidates for each office and ballots shall be provided in writing, or by electronic means as permitted by law, to each voting member no less than ninety (90) days prior to the date of the annual meeting. Completed ballots must be received by ITNS no later than sixty (60) days prior to the annual meeting. Ballots will be counted by the Executive Director within two (2) weeks following the final date permitted for receipt of completed ballots. In the event of a tie, the Board of Directors shall conduct a secret ballot prior to the annual meeting. The nominees shall be notified of the election results within two (2) weeks following the end of the two (2) week period during which the ballots are counted. The membership shall be notified of the election results before the annual meeting and installation of officers. All ballots shall be retained for at least thirty (30) days after the annual meeting and installation of officers.

Section 5. Meetings

The Board of Directors shall meet in conjunction with the annual Symposium and no less than twice a year. The President shall determine the date, time, and location of Board meetings in consultation with the Board of Directors. Special meetings of the Board may be called by the President or any three (3) other Board members at any time. Notice of any meeting of the Board of Directors shall be distributed to each member of the Board at least ten (10) days in advance of such meeting.

Section 6. Meeting by Electronic Means

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

meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7: Quorum and Voting

A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board. Each member of the Board shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors. Board members may not vote by proxy.

Section 8. Action by Written Consent

The authority of the Board of Directors may be exercised without a meeting if consent in writing setting forth the action taken is signed by all of the Board members entitled to vote with respect to the subject matter thereof. Such consent may be signed by Board members in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute a single instrument. A Board member may deliver an executed counterpart of any such consent by mail, by facsimile or, if permitted by law, by electronic mail to ITNS. The action taken shall be effective upon the unanimous written approval of the Board of Directors and upon filing of the written approval with the records of the Board of Directors meetings.

Section 9. Conflict of Interest Policy and Confidentiality Agreement

All members of the ITNS Board of Directors are required to abide by the terms of the conflict of interest policy, including an ethical statement and confidentiality agreement, as adopted and amended from time to time by the Board.

Section 10. Vacancies

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

Section 11. Resignation

A Board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or, if no time is specified, at a time specified by the President. Any Board member who is unable to attend a Board meeting shall notify the President and the Executive Director as to the reason for the absence. If a Board member is absent from one (1) Board meeting for reasons which the Board of Directors does not declare to be sufficient, a written letter of warning of intent to remove from office upon the next infraction shall be issued to the Board member by the President. If a Board member misses two (2) consecutive Board meetings or attends fewer than seventy-five percent (75%) of the Board meetings held within a calendar year, such Board Member shall be deemed to have resigned his or her position. Such Board Member shall have the right to appeal the deemed resignation to the entire Board of Directors. The appeal must be submitted in writing to the President within two (2) weeks of the event that caused the deemed resignation. The Board Member shall be reinstated only upon a majority vote of the Board of Directors not including the affected member. Such decision of the Board of Directors shall be considered binding.

Section 12: Removal

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

Section 13: Compensation

Board members shall not receive any compensation for their service as member of the Board of Directors. The Board may, however, authorize reimbursement of expenses incurred in the performance of duties in accordance with policies and procedures adopted by the Board of Directors.

Article V. Officers

Section 1. Officers

The officers of ITNS shall be the President, President Elect, President Emeritus, and Secretary/Treasurer. The qualifications and duties of office, in addition to those described below, are set forth in ITNS policy.

A. President

The President shall serve a one (1) year term preceded by a term as President Elect and followed by a term as President Emeritus. The President shall be the principal officer of ITNS and shall preside at member meetings and meetings of the Board of Directors. The President shall be entitled to vote on any matter that comes before the Board of Directors. The President shall be an ex-officio member of all committees, including standing and ad hoc committees and task forces, but shall not be entitled to vote except as a member of the Nominating Committee.

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

B. President Elect

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

C. President Emeritus

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

D. Secretary/Treasurer

The Secretary/Treasurer shall serve a two (2) year term and may serve no more than two (2) consecutive terms. The Secretary/Treasurer shall oversee the preparation and review of the minutes of all meetings of ITNS as well as the distribution of minutes to the Board of Directors. The Secretary/Treasurer shall oversee the maintenance of records for the organization and keep the President informed of all correspondence. The Secretary/Treasurer shall ensure notification of meetings of all members of the Board of Directors and members of the Society in accordance with the Bylaws. The Secretary/Treasurer will also perform other duties as assigned by the President.

The Secretary/Treasurer shall serve as the Chief Financial Officer of ITNS working closely with the President, Board of Directors, Executive Director, book keeper, accountant, and/or legal counsel to ensure the financial integrity of the Society. The Secretary/Treasurer shall supervise all financial business and submit to the Board of Directors, quarterly and/or upon request, an account of all transactions and the financial status of the Society. The Secretary/Treasurer shall ensure that ITNS is in compliance with all United States laws and regulations regarding the reporting of non-profit status and tax submission. The Secretary/Treasurer shall ensure the submission of an annual financial report to the Board of Directors and membership at the annual meeting. Because ITNS is incorporated in the United States, and must abide by United States federal tax laws, the Secretary/Treasurer shall be a resident of the United States.

Article VI. Executive Director

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by the Board of Directors and responsible to the Board. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of Executive Director. The Executive Director shall have the authority to execute contracts or other instruments on behalf of the Society and as approved by the Board of Directors. The Executive Director shall be invited to attend and participant, without vote, in all regular and special meetings of the Board of Directors and Executive Committee and may be invited to attend meetings held in Executive Session.

Article VII. Committees

The Board of Directors may establish such committees, ad hoc committees, or task forces, and their Chairs or Co-Chairs, as may be required by these Bylaws or as they consider advisable to advance the goals of the Society. The duties of committee members and guidelines for committee operations, in addition to the duties and guidelines set forth below, are set forth in ITNS policy.

Section 1. Standing Committees

A. Executive Committee

The Executive Committee shall be a committee of the Board of Directors and shall consist of the President, President Elect, President Emeritus, Secretary/Treasurer. The President shall serve as chair of the Executive Committee. The Executive Committee shall act on behalf of the Board to carry out the business of the Society between Board meetings except as may otherwise be provided by law, the Articles of Incorporation, or these Bylaws. The Executive Committee will maintain minutes of its meetings and make timely reports to the full Board of any actions.

B. Nominating Committee

The Nominating Committee shall consist of the President Elect and up to two (2) additional members appointed by the ITNS President in accordance with ITNS policy. The President Elect shall serve as Chair of the Nominating Committee. The Nominating Committee shall present to the membership a slate of at least one (1) nominee for each open position for election.

C. Education Committee

The Education Committee shall consist of ITNS members appointed by the ITNS President in accordance with ITNS policy. An ITNS member with a minimum of a Master's degree shall be appointed by the President to serve as Chair of the Education Committee. The committee shall advise the Board on education related matters and perform other duties as assigned by the Board.

D. Research Committee

The Research Committee shall consist of ITNS members appointed by the ITNS President in accordance with ITNS policy. An ITNS member with a PhD shall be appointed by the President to serve as Chair of the Research Committee. The committee shall advise the Board on research related matters and perform other duties as assigned by the Board.

E. Symposium Committee

The Symposium Committee shall consist of ITNS members appointed by the ITNS President in accordance with ITNS policy. The ITNS President shall appoint an ITNS member to serve as Chair, or two ITNS members to serve as Co-Chairs, of the Symposium Committee. The committee shall be responsible for the development of the educational program for the annual Symposium in accordance with ITNS policy.

F. Past Board Member Committee

The Past Board Member Committee shall be comprised of all past ITNS Board members. The immediate past President Emeritus shall chair the Past Board Member Committee for one (1) year following his or her term as President Emeritus on the ITNS Board. In the event the immediate past President Emeritus is unable to chair the committee, a Chair shall be appointed by the President in consultation with the Board.

G. Other Committees

Special and ad hoc committees may be appointed by the ITNS President for special projects. Other committees may be created as needed and discharged as directed by the board.

Section 2. Committee Meetings

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

Article VIII. Fiscal Year

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

Article IX. Indemnification

Section 1. Mandatory Indemnification of Directors and Officers

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

Section 2. Mandatory Advancement of Expenses to Directors and Officers

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

Section 3. Permissive Indemnification and Advancement of Expenses

ITNS may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of ITNS, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. ITNS may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 3 of this Article VIII in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall

ultimately be determined that he or she is not entitled to be indemnified by ITNS as provided in Section 4 of this Article VIII.

Section 4. Scope of Indemnification

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

Section 5. Miscellaneous

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

Section 6. Definition of Authorized Representative

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

Article X. Bonding

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

Article XI. Restrictions Regarding the Operations of ITNS

Section 1. No Private or Political Beneficiaries

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

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

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

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

Section 2. No Violation of Purposes

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

Section 3. Books and Records

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

Section 4. Tax Records

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

Article XII. Use of Electronic Communication

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

Article XII. Amendments

Section 1. Actions with Regard to Bylaws

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

Section 2. Procedure to Amend

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

Section 3. Effective Date

Actions with regard to these Bylaws which have been approved as set forth in this Article XIV shall become effective upon approval by the membership.”

Adopted by the membership, February 20, 1993
Approved by the membership, May 18, 1996
Approved by the membership, September, 12, 1998
Approved by the membership September 2000
Approved by the membership September 21, 2002
Approved by the membership September 24, 2005
Approved by membership October 6, 2007
Approved by the membership October 21, 2009
Approved by the membership September 14, 2011
Approved by the membership August 15, 2012
Approved by the membership June 26, 2015