

International Joint Policy Committee of the Societies of Epidemiology Association
DBA International Network for Epidemiology in Policy (INEP)
Ratified 15 January 2020

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PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Delaware and the Articles of Incorporation of the International Joint Policy Committee of the Societies of Epidemiology Association (d/b/a International Network for Epidemiology in Policy; hereinafter INEP). In the event of a direct conflict between the herein contained provisions of these Bylaws and the

mandatory provisions of the Non-Profit Corporation Act of Delaware, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of INEP, it shall then be these Bylaws which shall be controlling.

ARTICLE 1. NAME

Section 1. Name

The name of this organization is the International Joint Policy Committee of the Societies of Epidemiology Association.

Section 2. Trade Name or Doing Business As/DBA

The Trade Name or DBA is the International Network for Epidemiology in Policy.

Section 3. Tag

The Tag of INEP is “Integrity, equity, and evidence in policies impacting health”.

ARTICLE 2. PURPOSE

The general purposes for which INEP has been established are as follows:

The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of Incorporation.

INEP is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for charitable purposes.

In addition, INEP has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes.

However, INEP shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

INEP shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of Delaware and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of INEP. At no time and in no event shall INEP participate in any activities which have not been permitted to be carried out under Section 501(c) of the Code.

ARTICLE 3. OFFICES

The registered agent of INEP is located at 1679 South DuPont Hwy, Dover, DE.

INEP may have other such offices as the Board may determine or deem necessary, or as the affairs of INEP may find a need for from time to time.

ARTICLE 4. DEDICATION OF ASSETS

The properties and assets of INEP are irrevocably dedicated to and for non-profit purposes only. No part

of the net earnings, properties, or assets of INEP, on dissolution or otherwise, shall inure to the benefit of any person or any Board Member or Officer of this INEP. On liquidation or dissolution, all remaining properties and assets of INEP shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code. This may include Member Societies of the dissolved INEP.

ARTICLE 5. ORGANIZATION

INEP is an organization of Member Societies, governed by a Board that consists of Representatives from Member Societies and an Executive Committee. Member Societies can be legally incorporated entities, subsidiaries of legally incorporated entities, or an informal association of professionals. At any time, in furtherance of the mission, the Board may choose to adopt and define additional relationships to the Board, as well as dissolve these additional relationships, by a simple majority vote. These additional relationships may include, but are not limited to, Working Groups, Committees, Expert Advisors, and Partners. The scope of the rights and responsibilities of these relationships will be defined by the Board, and every relationship serves at the request, advice, and consent of the Board.

ARTICLE 6. MEMBERSHIP

Section 1. Member Society Application

INEP is open to regional, national, and international societies of epidemiology, and to regional, national, and international societies that have a major epidemiologic focus, or to internal sections of these societies that are primarily devoted to epidemiology. Societies requesting membership must demonstrate and maintain a positive and proven record of serving regional, national, or international activities that have a major epidemiologic focus. Membership is predicated on full disclosure of actual or perceived conflicting interests. It is highly recommended that societies be in existence for a minimum of three years to apply. Legal incorporation is recommended, yet not required.

1. *Application:* To be considered for membership, a society must send a request to the Secretary of INEP for an INEP Application Packet. The Executive Committee will collect and review the Application Packet and make their recommendation to the Board. The Board will then decide by vote of simple majority.
2. *Review and Determination:* Should any applicant be declined, reasons for the decline will be provided in writing, electronically, by the Chair. The applicant may re-apply by responding to the points of concern provided in the letter. No society shall apply for membership in INEP more than twice in any 12-month period. The decision of the Board with respect to any specific application or re-application shall be final. A re-application shall be considered a new application and the Board shall not be bound by an earlier decision to decline membership to a society.

Section 2. General Powers and Responsibilities

A Member Society actively participates in the governance of INEP through direct representation on the Board. Each Member Society must nominate a Representative, who is considered a Board Member of INEP with full rights and responsibilities, pursuant to Article 7.

1. *Representatives:* Each Member Society must nominate a Primary Representative to serve on the Board of INEP, with the power to vote or delegate their vote to an appropriate proxy. It is encouraged that Member Societies nominate Secondary and Tertiary Representatives to ensure membership representation at every meeting of the Board.

- 1.1. The Member Society must submit their nominees' names, CVs, and Conflict of Interest Declarations (Addendum 1 to the Bylaws) to the Secretary of INEP. The Executive Committee of the Board will approve nominated Representatives by a vote of simple majority. The Board will then ratify each Representative by simple majority. High deference is given to Member Societies when selecting their representatives.
 - 1.2. If a Primary Representative is no longer able to serve INEP, the Member Society should endeavor to provide one-month notice to the Secretary of INEP and nominate a new Primary Representative. It is not assumed that the Secondary or Tertiary Representative will automatically become the Primary Representative.
 - 1.3. Nominations of women and representatives from lower income countries are highly encouraged.
 - 1.4. INEP welcomes nominees from diverse backgrounds from organizations within Article 6, Section 1. Therefore, a nominee does not have to be a professional epidemiologist or public health expert. However, it is understood that as a representative from an INEP Member Society, the nominee is familiar with the professional world of epidemiology.
2. *Voting Rights:* Each Member Society has one vote, as given or delegated by a Representative. In the case of the absence of the Primary Representative at a Board meeting, it is assumed that any present Secondary or Tertiary Representative will have the power to represent the Member Society, including voting rights. In the event none of the Representatives can attend a Board meeting, then the Member may delegate its vote to a proxy as per Section 13 below.

Section 3. Member Society Retirement/Withdrawal and Removal

1. *Retirement/Withdrawal:* Any Member Society has the absolute right to retire or withdraw its membership in INEP by communicating this decision to the Chair or Secretary of INEP. INEP requests a one month notice to allow for proper accounting. If notice is provided, any voting rights will be maintained through the notice period and then terminated after the notice period. If there is no notice given, voting rights will be terminated effective immediately.

After Retirement or Withdrawal, former Member Societies will no longer be eligible to participate in INEP meetings. If a former Member Society would like to re-engage with INEP, they will need to re-apply for Membership (see Article 6, Section 1). Any individual from a former Member Society may continue their involvement if they are approved as an additional relationship to the Board (see Article 5).

A Member Society that retires or withdraws will be listed as a "Past Member" on the INEP website, with the dates of their involvement noted.

2. *Removal:* Any Member Society may be removed from the Board, with cause, by a simple majority vote of the Board. Cause includes, but is not limited to, lack of participation and/or participation in activities contrary to the mission of INEP or failure to address concerns arising from a Representative. Removal can be initiated through Conflict Dispute Resolution procedures (see Article 11).
 - 2.1. If a Member Society is absent from at least three successive regular formal meetings without extending regrets, the Executive Committee will contact them in an effort to re-engage. If there is no response, the Executive Committee may make a recommendation to the Board on removal.

- 2.2. If a Member Society engages in activities contrary to the mission, goals, or objectives of INEP, the Executive Committee will review the issue and may make a recommendation to the Board on removal.
- 2.3. If a Representative engages in activities contrary to the mission, goals, or objectives of INEP, the Executive Committee will contact the Member Society to resolve the issue or seek a replacement Representative. If the Member Society and INEP cannot come to an agreement, and a formal complaint was initiated through Article 11, the Board may remove that Representative with a vote of simple majority. Voting rights remain unchanged on removal votes.
3. *Special Note on Officers of the Executive Committee (Article 7, Section 3):* No Officer of the Executive Committee (“Executive Officer”) can serve as a Representative of a Member Society. When a Representative is elected to the Executive Committee, they lose their status as a Representative of a Member Society, and become an Executive Officer of INEP, acting independently from any particular Member Society. The Executive Officer is expected to complete their elected term, even if their original Member Society is no longer a Member Society.

Section 4. Recognition of Associate Members from 2014 Bylaws

INEP recognizes the relationship status of Associate Member organizations at the time of the ratification of the 2014 Bylaws. These Member Societies include the American Academy of Pediatrics, Section on Epidemiology, Public Health and Evidence; Brazilian Association of Public Health (Associação Brasileira de Saúde Coletiva), European Society for Environmental and Occupational Medicine, Italian Association of Epidemiology, Japan Epidemiological Association, and the Public Health Association of South Africa.

Associate Members are not considered Board Members for purposes of this document, as they hold no voting rights. At any time, these organizations may apply to become full Board Members, with voting rights.

ARTICLE 7. THE BOARD

Section 1. General Powers and Responsibilities

INEP shall be governed by a Board that consists of Representatives of Member Societies and Executive Officers, which shall have all the rights, powers, privileges, and limitations of liability of Board Members of a non-profit corporation organized under the Non-Profit Corporation Act of Delaware. A Board Member is a Representative of a Member Society or an Executive Officer.

The Board shall establish policies and directives governing business and programs of INEP and shall delegate to Representatives, and other relationships to the Board (see Article 5) subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

INEP shall not be responsible for the actions of Representatives, Executive Officers, or any other Board relationships, acting outside the scope of their authority.

Section 2. Representatives of Member Societies

The Board includes all Primary, Secondary, and Tertiary Representatives of Member Societies. Each

Representative represents the interests of their Member Society before INEP. Each Member Society is allowed one vote on any issue, regardless of the number of Representatives.

Section 3. Executive Committee

The Board includes the Executive Committee made up of Executive Officers. The Executive Officers include Chair, Past-Chair or Chair-Elect, Secretary, Treasurer, and Communications Officer. The terms of the Past-Chair and Chair-Elect cannot overlap.

Each Executive Officer represents the interests of INEP, and with the exception of the Chair, has full voting rights. In regular Board sessions, the Chair may only vote when breaking a tie. In Executive Committee sessions, the Chair has full voting rights.

Any Representative from a Members Society may be elected to the Executive Committee. Once a Representative is elected, they are no longer a Representative of their Member Society, but an Executive Officer of INEP.

Not including Chair, Past-Chair, and Chair-Elect, an Officer can fill up to two positions. If an Officer serves two positions, the Officer will still carry a single vote on any matter before the Executive Committee and the Board.

The Treasurer must be a U.S. resident and be willing to serve as the financial liaison for official INEP business, including but not limited to banking and tax filings.

Section 4. Number and Qualifications

The Board shall include at least one Representative from each Member Society and the Executive Officers. A Board Member need not be a resident of the State of Delaware or the United States of America.

Section 5. Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving INEP in any other capacity and receiving compensation for services rendered. For Conflict of Interest, see Article 10, Section 6.

Section 6. Board Elections and Terms

Representatives for each Member Society are appointed and empowered by their Member Society, nominated to and approved by the Executive Committee by a simple majority, on a rolling basis, and ratified by the Board by a simple majority vote. INEP does not place a term limit on Representatives.

The Chair, Secretary, Treasurer, and Communications Officer each hold a two-year term, extendable upon exigent circumstances as requested by the EC and approved by a full Board vote. The Past Chair and Chair-Elect each holds one-year terms and are non-overlapping. The election of Executive Officers shall be held every two years at a normally scheduled meeting of INEP or via an electronic vote, at the discretion of the Executive Committee.

If a position becomes vacant for any reason, the Chair will schedule a Special Election to fill the remainder

of that term. The newly elected Executive Officer will fill the remaining term limit and their time is considered a full term in regards to consecutive limits.

Any individual may hold an Executive Committee position for a maximum of two consecutive terms, including Executive Officers that were elected during Special Elections to fill a vacant position. After the second consecutive term, an individual may remain on the Executive Committee for another two consecutive terms if they are elected to a different position during the entirety of those two additional consecutive terms. The term limit for Executive Officers is four consecutive terms, after which the individual is precluded from returning to the Executive Committee for at least two years.

Only Representatives of Member Societies may serve on the Executive Committee. A Representative seeking office must be supported by two nominations from other Board Members. Nominations shall be submitted to the Secretary of INEP at least one month prior to the election. Each position shall be voted upon by simple majority. A secret ballot is available, if requested and approved by the Executive Committee. A minimum of one-year of prior involvement with INEP in some formal capacity is expected for nominations.

Section 7. Vacancies

A vacancy on the Board may exist if (1) a Primary Representative is elected to the Executive Committee; (2) if the Member Society removes their Primary Representative; (3) if the Board votes to remove an Officer or Primary Representative; or (4) at the death or resignation of the Officer or Primary Representative.

Unless the Attorney General of Delaware is first notified, no Officer may resign when INEP would then be left without a duly elected Board Member in charge of its affairs.

An Executive Committee Officer elected to fill a vacancy on the Executive Committee shall be elected for the unexpired term of his or her predecessor in office. Article 7, Section 6 applies for additional terms.

7.1. Transition to an Officer of the Executive Committee: If a Primary Representative is elected to serve as an Officer of the Executive Committee, they no longer represent their Member Society, but rather the interests of INEP wholly. The Member Society is then expected to nominate a new Primary Representative.

7.2. Removal: The Board, by a vote of simple majority, may remove any Representative or Executive Officer, with cause. Prior to a procedural vote for removal, a formal complaint must be lodged with the Chair or Secretary of INEP (see Article 11). If it concerns a Representative, the Executive Committee will review the complaint and work with the Member Society and the Representative to address the complaint. If the Member Society and INEP cannot come to an agreement, the Executive Committee may recommend the removal of the Representative to the full Board for a simple majority vote. If the complaint concerns the actions of an Executive Officer, the matter will be taken before the full Board for discussion and simple majority vote. Voting rights remain unchanged on removal votes.

The powers of the Representative are directly related to their capability to represent their Member Society. Therefore, at any time, and for any cause a Member Society determines valid, a Member Society may remove any of their Representatives. INEP is not responsible for conflicts between Representatives and their Member Societies and will remove any Representative at the request of their Member Society.

If a Member Society removes their Primary Representative, if the Board removes a Primary

Representative, or if their Primary Representative withdraws themselves for any cause, it is expected that the Member Society will immediately nominate a new Primary Representative. To give proper deference to Member Societies, any available Secondary or Tertiary Representative does not automatically become the Primary Representative.

Resignation: Any Representative or Executive Officer may resign by giving notice in electronic writing to the Chair or Secretary, effective immediately upon the date e-mailed, unless the notice specifies a later time for the resignation. For Executive Officers, a three-month notice is requested.

If the Chair resigns, the Past-Chair assumes the duties of the Chair and, with Board approval, calls for a Special Election or serves as Chair for the remainder of the term. If the resignation occurs when a Chair-Elect sits on the Executive Committee, the Chair-Elect becomes the Chair and this person will complete the former Chair's term and then begin her or his own scheduled two-year term as Chair. In cases where the Chair-Elect becomes the Chair in the manner just described, the additional time served as Chair will be taken to count as part of the first term for purposes of defining Executive Committee term limits, as per Section 6 above.

Section 8. Meetings

The Board's regular meetings will be held on a day and time as determined by the Board. The Chair of the Board at any time may call a special meeting of the Board, with 30-days' notice provided to each Board member. Any Board member may also advance a motion for a special meeting during regular proceedings of the Board, with 30-days' notice provided to each member of the Board. The notice shall be served upon each Board member via email.

When possible, the Executive Committee will meet immediately following each meeting of the Board, normally in open session. The Executive Committee, by simple majority vote, may choose to designate any of its meetings as in camera. When the Executive Committee meets in camera, only the Executive Officers will be permitted to attend; however, the Executive Committee may invite others to attend in camera meetings, as it sees fit. Any Executive Officer may request the Chair to call a special meeting of the Executive Committee; unless stated otherwise, such meetings are to be held in camera.

Section 9. Minutes

The Secretary shall be responsible for the recording of minutes for each meeting of the Board and Executive Committee in which business shall be transacted. In the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings. A copy of the minutes shall be delivered electronically to each Board member within 14 business days after the close of each Board meeting. The Secretary shall maintain an archive of minutes and make them available to the Board and public upon request.

Section 11. Quorum

At each meeting of the Board or Executive Committee, quorum must exist for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Executive Committee shall be the deciding vote. Otherwise, the Chair does not vote on the business brought forward at Board meetings. The act of the simple majority of the Board members serving on the Board or Board Committees and present at a meeting (prior assignment of proxy votes meets the definition of being present) in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law

specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present.

Section 12. Voting

1. *One Vote per Officer and per Member Society* – Each Member Society shall have one vote on any decision being considered by the Board. Excluding the Chair, each Executive Officer shall have one vote on any decision being considered by the Board. The Chair may only vote to break a tie. Decisions at meetings of the Board are determined by simple majority. Only Executive Officers (including the Chair) may vote at meetings of the Executive Committee. Decisions at meetings of the Executive Committee are determined by simple majority.
2. *Electronic Voting* – An Officer or Board member may request an electronic vote on an issue. To do this, they must make the request to the Secretary of INEP and explain its urgency. The Secretary will then raise the issue before the Executive Committee. If approved by a simple majority of the Executive Committee, the issue will be emailed to all voting members for a vote. If the issue pertains to the Board, the total number of votes garnered (yay, nay, or abstentions) must amount to a quorum of all Member Societies to be considered an official act of the Board. If it is an issue of the Executive Committee, the total number of votes garnered (yay, nay, or abstentions) must amount to a quorum of Officers to be considered an official act of the Executive Committee.
3. *Conflict of Interest and Recusal* – If an Officer or Board member has an unavoidable conflict-of-interest, that member shall recuse themselves from any related votes, deliberations, or documents, unless directly requested by the Chair of INEP to provide factual information or answer factual questions that may assist in making a balanced decision consistent with its mission. In no case shall that representative attempt to exert inappropriate influence in connection therewith. Disclosure and abstention shall be recorded in the minutes of the meeting(s) at which the issue was discussed and decided.

Section 13. Proxy

Board members shall be allowed to vote by proxy. A proxy vote may be submitted with any member of the Executive Committee, except for the Chair, with a clear indication of how that member society would wish to be counted on any matter before the Board. Holding of proxies contributes to quorum. The sitting INEP Chair must not be assigned proxy rights through their tenure as Chair.

Section 14. Board Member Attendance

Each Member Society, through their Primary Representative, their Secondary or Tertiary delegate, or their proxy, is expected to participate at each Board meeting. If a Member Society is absent from three consecutive Board meetings without extending regrets, they shall be encouraged to re-evaluate with the Chair their commitment to INEP. If there is no response, the Executive Committee may make a recommendation to the Board for further action, including termination.

All Officers of the Executive Committee are expected to participate at each Board Meeting and at each meeting of the Executive Committee. If an Officer is absent from three consecutive meetings of the Board or Executive Committee without extending regrets, they shall be encouraged to re-evaluate with the Chair their commitment to INEP. If there is no response, the Executive Committee may make a recommendation to the Board on termination.

ARTICLE 8. OFFICERS

Section 1. Officers and Duties

The Officers of the Executive Committee of the Board include the Chair, Secretary, Treasurer, Communications Officer, and Past-Chair or Chair-Elect. The Executive Committee is tasked with oversight of all INEP activities, in alignment with the Bylaws and the Strategy Plan. All terms are subject to Article 7, Section 6. Each Officer is also responsible to field formal complaints via Article 11, Dispute Resolution Procedures.

Section 2. Chair

The Chair serves for a two-year term, coordinating and chairing INEP meetings. They have the powers and authorities usually vested in the Chair of a learned volunteer society or organization and performs such other duties as the membership may direct. The Chair is responsible for ensuring that INEP processes and activities operate effectively and may delegate authority to ensure that those processes and activities are performed through his or her term with the assent of the Executive Committee and the Board.

A former Chair who re-joins INEP as a representative of a member society may be nominated to serve again as Chair after at least a two-year absence from the position of Chair or Past-Chair, whichever applies most recently. Such further service may be repeated no more than once, for a total of two two-year terms as Chair in a person's lifetime.

The Chair can only vote in the case of a tie.

Section 3. Secretary

The Secretary serves a two-year term and is responsible for coordinating all INEP external communications, and, at the behest of any member of the Executive Committee, for initiating and coordinating internal communications within INEP.

The Secretary initiates a draft agenda for each meeting in collaboration with the Executive Committee. The Secretary ensures that minutes are taken during meetings of the Executive Committee and the Board as a true record of the proceedings. The Secretary ensures application of Roberts Rules of Order during meetings. The Secretary manages the archives of minutes, policy statements, publications, recommendations, official communications, and maintains a copy of the Bylaws, taking charge of Bylaw amendments. The Secretary maintains a database of current and past Member Societies, Officers, Representatives, and Expert Advisors.

Section 4. Treasurer

The Treasurer normally serves a two-year term, and is responsible for the financial accounts of INEP, ensuring that any organizational funds are collected, and for the disbursement of funds under the direction of the Executive Committee.

The Treasurer is responsible in developing and administering the annual budget and providing the Board with an annual financial report at the end of each fiscal year (see Article 13, Section 4 and 5).

Section 5. Communications Officer

The Communications Officer normally serves a two-year term and serves as the liaison for external

communications, including the maintenance of INEP website in addition to advocacy efforts through any INEP communication and outreach initiatives.

Section 6. Past-Chair

The Past-Chair serves for a one-year term during the first year of the Chair's term. The Past-Chair assists the Chair and serves as parliamentarian, ensuring adherence to the Bylaws. In the temporary absence or disability of the Chair, the Past Chair will serve as Chair pro tempore until the Chair returns to their duties. If the Chair permanently vacates the position for any reason, the Past-Chair will perform the duties of the Chair until that position is filled by the rising Chair-Elect.

Section 7. Chair-Elect

The Chair-Elect serves for a one-year term during the second year of the Chair's term. The Chair Elect assists the Chair and serves as parliamentarian, ensuring adherence to the Bylaws. In the temporary absence or disability of the Chair, the Chair-Elect will serve as Chair pro tempore until the Chair returns to their duties. If the Chair permanently vacates the position for any reason, the Chair-Elect will perform the duties of the Chair until that position is filled by the rising Chair-Elect.

ARTICLE 9. OFFICIAL DOCUMENTS

Official documents of INEP include administration documents approved by the Chair, Secretary, and Treasurer, and organizational and programmatic documents adopted by the Board.

1. If an INEP body or project is dissolved, the work from that now-dissolved body or project remains under the auspices of INEP.
2. Documents may be released of INEP ownership by a simple majority vote of the full Board. For example, if a Working Group is dissolved and the authors of the document within that Working Group wish to continue the work outside of INEP, a motion must be advanced to release that work to the authors. That document will no longer have any affiliation with INEP, unless the language of the motion states otherwise.

ARTICLE 10. STANDARD OF CARE

Section 1. General

A Board Member shall perform all the duties of a member, including, but not limited to, duties as a member of any committee of the Board on which they may serve, in such a manner as they deem to be in the best interest of INEP and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Board Member, they shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of INEP whom the Board Member deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Board Member deems to be within such person's professional or expert competence; or

- c) A committee of the Board upon which the Board Member does not serve, as to matters within its designated authority, which committee the Board Member deems to merit confidence, so long as in any such case the Board Member acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 10 - Standard of Care, any person who performs the duties of a Board Member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a member, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which INEP, or assets held by it, are dedicated.

1. *Duty of Loyalty* – Board Members owe a duty of loyalty to INEP when making financial decisions for the organization to act on behalf of the interests of the organization and not their own personal financial interests.
2. *Duty of Obedience* – Board Members owe a duty of obedience to INEP and should not exceed their delegated authority or direct the organization beyond its exempt purpose or mission as set forth by the articles, Bylaws or constitution. Such actions violate the trust of those who support the organization and can jeopardize the organization's tax-exempt status.
3. *Duty of Care* – Board Members owe a duty of care to INEP and must act in the same manner a reasonably prudent person would to exercise reasonable care in the exercise of their responsibilities with the organization. This includes not taking active steps to harm the organization, either in word or deed, or financially.
4. *Delegation of Duties* – The Executive Committee is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire assets or investments on behalf of the organization; and to sell, transfer, or otherwise dispose of the organization's assets and properties at a time and for a consideration that the advisor deems appropriate. The Executive Committee has no liability for actions taken or omitted by the advisor if the Executive Committee acts in good faith and with ordinary care in selecting the advisor. The Executive Committee may remove or replace the advisor, with or without cause.

Section 2. Contracts

The Executive Committee may authorize any officer or agent of INEP to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Organization. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 3. Deposits

All funds of the Organization shall be deposited to the credit of INEP in banks, trust companies, or other depositaries that the Executive Committee selects.

Section 4. Gifts

The Executive Committee may accept on behalf of INEP any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization. The Executive Committee may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation,

state law, and any requirements for maintaining the Organization's federal and state tax status.

Section 5. Loans

INEP shall not make any loan of money or property to, or guarantee the obligation of, any Board Member, unless approved by the [state] Attorney General; provided, however, that INEP may advance money to a member of INEP or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such member so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 6. Conflict of Interest

The purpose of the Conflict of Interest policy is to protect INEP's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Board members, or that might otherwise 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 non-profit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

1. *Restriction on Interested Board Members* - Not more than 50% (percent) of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person currently being compensated by INEP for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Member; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.
2. *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 Board Members who are considering the proposed transaction or arrangement.
3. *Establishing a Conflict of Interest* - After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.
4. *Addressing a Conflict of Interest* - In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:
 - a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
 - b) The Chair shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c) After exercising due diligence, the Board shall determine whether INEP 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.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the best interest of INEP, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.
5. *Violations of Conflict of Interest Policy* - Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all 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 decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Section 8. Conflict of Interest Declaration

Any individual with a formal role within INEP must submit a Conflict of Interest Declaration (hereinafter COID) to the Secretary. This includes, but is not limited to, Officers, Representatives, Liaisons, and Expert Advisors assigned to Committees, Working Groups, or document drafting. All COID forms are public information and will be archived as official documents of INEP.

Section 9. Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this INEP and one or more of its Board Members, or between this INEP and any corporation, firm, or association in which one or more of the Board Members has a material financial interest ("Interested Board Member"), or (ii) between this INEP and a corporation, firm, or association of which one or more of its Board Members are Board Members of this INEP.

Said self-dealing shall not be void or voidable because such Board Member(s) of corporation, firm, or

association are parties or because said Board Member(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Board Member in good faith (without including the vote of any membership owned by said Interested Board Member(s));
- b) All material facts are fully disclosed to or otherwise known by the Board or committee, and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Board Member(s)— and the contract is just and reasonable as to INEP at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to INEP at the time it was authorized, approved, or ratified.

Interested Board Member(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Section 10. Indemnification

To the fullest extent permitted by law, INEP shall indemnify its "agents," as described by law, including its Board Members, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of INEP, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

1. *When Indemnification is Required, Permitted, and Prohibited* – The Organization shall indemnify a Board Member, employee, volunteer, or agent of the Organization who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Organization. For the purposes of this article, an agent includes one who is or was Serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

However, the Organization shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Organization's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Organization shall not indemnify a person who is found liable to the Organization or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- (a) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Organization.
- (b) The Organization shall pay or reimburse expenses incurred by a Board Member, employee, volunteer, or agent of the Organization in connection with the person's appearance as a witness

or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

- (c) In addition to the situations otherwise described in this paragraph, the Organization may indemnify a Board Member, employee, volunteer, or agent of the Organization to the extent permitted by law. However, the Organization shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Article 10, Section 10 (1), above.
 - (d) Before the final disposition of a proceeding, the Organization may pay indemnification expenses permitted by the Bylaws and authorized by the Organization. However, the Organization shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named a defendant or respondent in an proceeding brought by the Organization or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
 - (e) If the Organization may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Organization, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
2. *Procedures Relating to Indemnification Payments* – Before the Organization may pay any indemnification expenses (including attorney's fees), the Organization shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Organization may make these determinations and decisions by any one of the following procedures:
- (a) Majority vote with quorum of Board Members who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (b) Majority vote of the Executive Committee who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (c) Determination by special legal counsel selected by the Board.

The Organization shall pay indemnification expenses before final disposition of a proceeding only after the Organization determines that the facts then known would not preclude indemnification and the Organization receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Organization if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

Any indemnification or advance of expenses shall be reported in writing to the members of the Organization. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the

date of the indemnification or advance.

Section 11. Insurance

INEP shall have the power to purchase and maintain insurance on behalf of any agent of INEP, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

The Board shall evaluate the risks and benefits to procuring additional insurance policies and coverage on a case by case basis (i.e. events, fundraisers, project liability) and shall also have the authority to require any and all vendors participating in any INEP events or activities to provide proof of insurance or premises liability coverage.

ARTICLE 11. DISPUTE RESOLUTION PROCEDURES

Section 1. General Guidance

All participants of all INEP meetings and interactions are expected to act professionally. For guidance on ethical and honorable conduct, INEP generally refers to Robert's Rules of Order. For disregard of such conduct, INEP refers particularly to Chapter 15, including penalties such as censuring, and in the rare event, holding trials, for Officers and Board members. Any motion for penalty of a Board member made by a Board member must pass by simple majority.

Section 2. Formal Complaints

If informal attempts to resolve the dispute have been exhausted, or if the allegations are serious, formal complaints may be made in writing (electronically) to the Chair or any member of the Executive Committee to which the complainant Board member feels most comfortable. All Officers must immediately report any formal complaints to the full Executive Committee for action.

Unless urgency is requested, all formal complaints will be addressed at the Executive Committee meeting immediately following receipt of the complaint. During these sessions, the Executive Committee or the complainant may request a closed session meeting. Minutes will be recorded at the closed session.

Formal complaints will be considered official documents of INEP and be archived appropriately by the Secretary.

Section 3. Arbitration

Upon review of the Executive Committee, if a resolution appears unreachable, said dispute shall be put forth for arbitration.

In the event the dispute is between two Member Societies, each side shall select one disinterested person from the membership to serve as an arbitrator. The two persons selected shall then select a third person who shall serve as chair of the panel. The panel shall serve as an arbitration panel and resolve the issue, after hearing from both sides. This process is intended to be binding arbitration.

In the event that the dispute is not occurring between two Member Societies and cannot be resolved internally by the Executive Committee or internal arbitration, said dispute shall be referred to mandatory arbitration with the American Arbitration Association in accordance with its applicable procedures and

rules.

Any controversy or claim arising out of or relating to these Bylaws, or the breach thereof, shall be settled by arbitration administered by the American Arbitration Association in accordance with its applicable Arbitration Rules, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

Section 4. Confidentiality of Disputes

All disputes, negotiations, settlements and resolutions relating to INEP, its Bylaws, activities, agents, representatives, officers, or assigns are considered highly confidential. No Member, Member Organization, officer, agent, representative or assign shall share any information regarding any dispute without the express written consent of the Executive Board.

ARTICLE 12. EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments

The Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon INEP.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of INEP, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of INEP, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by INEP shall be executed, signed, and/or endorsed by the Chair and Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of INEP, or in special accounts of INEP, shall be signed by such person or persons as the Board shall authorize to do so.

Section 2. Loans and Contracts

No loans or advances shall be contracted on behalf of INEP and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no Officer or other agent of INEP may enter into any contract or execute and deliver any instrument in the name of and on behalf of INEP.

ARTICLE 13. RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws

INEP shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board Members at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

INEP shall keep at its principal office a copy of its federal tax exemption application and its annual

information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records

INEP shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of INEP. The minutes shall be kept in electronic form, and other books and records shall be kept either in electronic form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of INEP shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of INEP as have been in the custody of such Officer, employee, or agent during his or her term of office.

Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of INEP and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements

INEP shall prepare annual financial statements using generally accepted accounting principles. If requested by the Executive Committee, such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. INEP shall make these financial statements available to the Delaware Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Section 5. Reports

The Board shall ensure an annual report is prepared within 30 days after the end of the fiscal year of INEP, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of INEP for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized Officer of INEP that such statements were prepared without audit from the books and records of INEP. This document will be held by the Secretary in the organizational archives.

ARTICLE 14. FISCAL YEAR

The fiscal year for INEP shall end on December 31.

ARTICLE 15. AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a simple majority of the Board. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 16. CORPORATE/ORGANIZATION SEAL

The Board may adopt, use, and alter a physical or electronic corporate/organization seal. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 17. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act and the relevant codified or statutory authority as amended from time to time shall govern the construction of these Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes INEP as well as a natural person.

ARTICLE 18. GOVERNING LAW

These Bylaws are drafted and governed by the laws of the State of Delaware.

ARTICLE 19. SEVERABILITY

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

CERTIFICATE OF SECRETARY

I, Kathryn A. Gwiazdon, certify that I am the current elected and acting Secretary of the benefit INEP, and the above Bylaws are the Bylaws of INEP as adopted by the Board on [date], and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of [] in the State of [].

(Duly Elected Secretary)